THE DISTRICT COURT OF OKLAHOMA COUNTY STATE OF OKLAHOMA FILED IN DISTRICT COURT OKLAHOMA COUNTY OKLAHOMA EDUCATIONAL TELEVISION) **AUTHORITY FOUNDATION, INC.,** MAR 15 2019 Plaintiff, Case No.: CJ-2018-6717 V. OKLAHOMA EDUCATIONAL TELEVISION AUTHORITY, Defendant/Third Party Plaintiff, v. CYNTHIA REID, MIA MASCARIN OVEN, LINDA GARDNER, P. DAVID GILLETT, AND DAPHNE DOWDY,

DEFENDANT/THIRD-PARTY PLAINTIFF OETA'S JOINDER IN THE MOTION FOR THE APPOINTMENT OF A RECEIVER FILED BY THE OKLAHOMA ATTORNEY GENERAL

Third Party Defendants

COMES NOW the Board of Directors of the Oklahoma Educational Television Authority James Gallogly, Burns Hargis, Joy Hofmeister, Glen Johnson, Cheryl Evans, Larry Rice, Clarke Stroud, Richard Beck, Terri Cornett, Reese Inman, Suzanne Lair, and Garrett King on behalf of Defendant Oklahoma Educational Television Authority ("OETA") and joins Attorney General Mike Hunter in moving the Court for an order appointing a receiver to take custody and control of Plaintiff Oklahoma Educational Television Authority Foundation, Inc. (the "Foundation"). On March 11, 2019, attorneys from the Office of the Attorney General for the State of Oklahoma filed their entry of appearance on behalf of the State of Oklahoma. On March 13, 2019, The Attorney General filed his *Motion to Intervene and for the Appointment of a Receiver*. In support of this Motion, OETA states the following:

INTRODUCTION

On December 6, 2018, the Foundation Board of Trustees ("Trustees") on behalf of the Foundation initiated a lawsuit against OETA. In response, on January 8, 2019, the Board of Directors of OETA voted to terminate OETA's relationship with the Foundation. See Exhibit 1, Resolution to Terminate 1992 Agreement.

The Foundation's sole and exclusive purpose is to support OETA. The mission of OETA is to provide educational television for Oklahomans. OETA established the bulk of the endowment currently managed by the Foundation through the sale of a television station. OETA directed additional funds to the Foundation through other endowments it established, as well as underwriting grants, donor contributions and on-air pledge drives, all enhanced by OETA's brand and reputation. Unfortunately, a power grab has been underway at the Foundation as its President, Daphne Dowdy, has been methodically scheming to take control of the Foundation and ultimately create a power-center for herself from where she can unduly influence and control OETA, a state agency. At every opportunity she uses OETA funds to enrich the Foundation with additional staff, new equipment, office remodels, a Cadillac for her personal use and numerous other unnecessary purchases which have not been authorized by OETA or OETA's donors. Astoundingly, Dowdy has used donor funds to produce and distribute content not sanctioned by OETA despite explicit prohibitions from doing so communicated directly by OETA. At the same time Ms. Dowdy depletes charitable OETA's resources which donors directed for OETA's needs and refuses to align the Foundation's funding priorities to that of OETA. Even with all the obstacles Ms. Dowdy and her staff have put in their way, OETA has continued to produce award winning news and programming for which they are known as the most-watched PBS station in the United States.

The most egregious and damaging actions by the Foundation is its attempt to destroy OETA by denying the funds necessary for them to operate and denying OETA the donor

Information they must have to both properly steward funds today and to raise funds in the future. The Foundation approved OETA's Oklahoma Fiscal Year (FY) 2019 budgetary support request but have refused to transfer the funds to them.¹ As noted above, donor and gift information are crucial to enabling OETA to carry out its mandate under 1982 Okla. Sess. Laws 607, SB 454. The Foundation is claiming that OETA's donor information is their proprietary information and trying to deny it to OETA. Frankly, OETA cannot survive without private funds and if the Foundation is able to deny the donor information to OETA, it will not be able to continue to operate as donors have desired.

The Foundation's few remaining Trustees have tolerated Dowdy's brazen campaign to improperly expand the Foundation's core fundraising and development mission to include producing and distributing content far outside the scope of 1982 Okla. Sess. Laws 607, SB 454, which is the law that permits OETA to cooperate with a charitable foundation.

All of these actions have occurred either at the direction of Dowdy and the Board of Trustees or because the much-diminished Foundation Board (multiple Foundation Trustees resigned or left the Board in 2018 in protest at Dowdy's vicious and self-interested behavior) does not have the ability to control and direct the Foundation staff. It is evident from the Foundation's actions they intend to cause substantial harm to OETA, its brand and its state workforce and Foundation Trustees and staff have clearly communicated on multiple occasions that they mistakenly believe the Foundation is somehow entitled to the funds they have received and hold for the benefit of OETA. The Trustees have a fiduciary duty to ensure that the Foundation is complying with the law in all its donor activities and if they have sanctioned or failed to curtail the

¹ OETA's budget included funds to pay their PBS dues of around \$2M. Instead of transferring those funds to OETA and unbeknownst to OETA, the Foundation paid the dues directly to PBS.

inappropriate activities aforementioned it calls into question their ability to prudently manage the affairs of the Foundation.

BACKGROUND

In 1951, the Oklahoma Legislature began working with the Federal Communications Commission (the "FCC") to reserve public broadcasting channels for educational television. Once these channels were secured in 1953 the Oklahoma Legislature established OETA.

E.K. Gaylord donated \$150,000 in 1956, which operated OETA for three years; this generous gift marked the beginning of the community's investment which would continue for years to come. Because of these supporting commitments, OETA began seeing remarkable success. Between 1953 and 1970, several achievements followed including the establishment of two public education television channels.

In 1972, Robert "Bob" Allen, became OETA's Executive Director, a position he would serve in until 1999. Mr. Allen's first decade as Executive Director saw great success and he was dubbed "Mr. OETA" by many elected and appointed governing officials. Under Allen's leadership, OETA opened its first studio, established several transmitters throughout the state, produced its first national telecast, and brought educational television to televisions across the state. In 1981, the State Legislatures appropriated funds for a Tulsa studio.

In 1982, OETA was hit hard with state budget cuts and a windstorm damaged OETA's transmission lines. To encourage private individual and corporate donors to support OETA, the State Legislature passed 1982 Okla. Sess. Laws 607, SB 454 authorizing OETA to create and cooperate with a supportive foundation whose exclusive purpose would be to serve OETA. See Exhibit 2, 1982 Okla. Sess. Laws 607, SB 454. Thus, the Foundation was created to raise, accept, invest and expend donated funds to support public and educational television. Accordingly, the Foundation holds assets and funds for the sole and exclusive benefit of OETA. See Exhibit 3,

Amended Articles of Incorporation ("This corporation shall direct all of its efforts to the support of the Oklahoma Educational Television Authority..."). The Foundation's only purpose is to support OETA and OETA's mission of educational and public broadcasting in Oklahoma.

For the majority of three decades, OETA and the Foundation had a great working relationship. Beginning in 1985, OETA and the Foundation broke fundraising records. By 1988, the Foundation accepted close to \$2.1 million on OETA's behalf for an on-air campaign from private donors. During this time OETA won numerous prestigious awards including several Emmys.

OETA and the Foundation entered into an agreement in 1992 by which the Foundation would support OETA through fundraising and development ("1992 Agreement"). The parties have operated under this Agreement ever since. See Exhibit 4, Agreement between OETA and the Foundation.

Despite the attacks leveled at OETA both in public and private by Dowdy and her staff, the OETA Board of Directors tried to salvage the relationship with the Foundation by convening multiple meetings with the Foundation leaders over a multi-year period. On March 22, 2018, OETA proposed a new draft operating agreement to replace the 1992 Agreement to define the relationship ensuring OETA and its supporting foundation were working in their appropriate spheres. Unfortunately, the Foundation refused to even negotiate with OETA, and on December 6, 2018 the Foundation filed a lawsuit against OETA ending any hopes that the parties could work out a solution.

Following the initiation of legal action by the Foundation, the Board of Directors of OETA met on January 8, 2019 and voted unanimously to terminate its relationship with the Foundation (effective March 9, 2019). See Exhibit 1, Resolution to Terminate 1992 Agreement. OETA has

given notice of said termination and is taking steps to conclude all aspects of its relationship with the Foundation. *See Exhibit 5, Notice of Termination*.

OETA's action filed on December 21, 2018 requests declaratory relief "that any and all funds received, managed and invested by [the Foundation], including all funds in any endowment, are for the sole and exclusive use and benefit of OETA." See Exhibit 6, Defendant OETA's Counterclaims against Plaintiff Foundation and Third-Party Petition against Third-Party Defendants.

OETA is also seeking a complete and accurate accounting from the Foundation beginning January 1, 2013 to the present, of all funds, property and assets held by the Foundation. *See Exhibit 6, Defendant OETA's Counterclaims against Plaintiff Foundation and Third-Party Petition against Third Party Defendants.* If any of the funds being held by the Foundation for the benefit of OETA have been improperly expended or used, OETA will seek to recover such funds from the recipients of the same and individually from the Foundation's Board of Trustees.

ARGUMENTS AND AUTHORITIES

OETA is seeking a receiver to protect the funds currently being held by its supporting foundation because the funds are being diverted to the benefit of the Foundation. The failures of the Trustees cause grave concern that there is not oversight over the actions of the Foundation and Ms. Dowdy. In the words of Mr. Allen, appointing a third party, "would be a safeguard of any further abuse of the prerogatives of the Foundation to spend money on anything the Foundation president or the Board want to do without Authority authorization." See Exhibit 7, Robert Allen Deposition, page 67, line 17-21.

The purpose of the appointment of a receiver is "to place the property in the custody of the court, that it may be subjected to the court's final order with respect to the rights of the parties thereto." Exchange Trust Co. v Oklahoma State Bank of Ada, 1927 OK 182, 259 P. 589, ¶ 53. The

decision whether to appoint a Receiver is within the sound discretion of the trial court. *Stovall v. Edwards*, 1944 OK 335, 151 P.2d 385; and *MIF Realty L. P. v. Duncan Development Co.*, 1995 OK CIV APP 25, 892 P.2d 664.

Under Oklahoma law, a receiver may be appointed "...on the application of the plaintiff, or of any party whose right to or interest in the property or fund, or the proceeds thereof, is probable, and where it is shown that the property or fund is in danger of being lost, removed, or materially injured." 12 O.S. § 1551(1) (emphasis added). This statute further provides for appointment of a receiver in all cases where receivers "have been appointed by the usages of courts of equity." 12 O.S. § 1551(6). "In allowing a party to apply for the receivership of property whose right or interest therein is 'probable', the statute does not mean that his claim of right or interest must be free from doubt or already judicially or legally determined." *Gibbons v. Atlas Supply Co.* 1941 OK 134 ¶8, 124 P.2d 969, 971.

The following elements must be proven by the movant in order to appoint a receiver: "(a) a strong probability that it would prevail on the merits in the main action; (b) that it would suffer irreparable loss and injury if the appointment were not made; and (c) that it had no other plain, speedy, or adequate remedy." *Panama Timber Co., Inc. v. Barsanti*, 1980 OK CIV APP 18, 633 P.2d 1258, 1262, *aff'd, Panama Timber Co., Inc. v. Barsanti*, 1980 OK 170, 619 P.2d 872; (*quoting Eason Oil Co. v. Oklahoma City Petroleum Corp.*, 1939 OK 318, 185 Okla. 448, 94 P.2d 222, 223).

"Injury is irreparable when it is incapable of being fully compensated for in damages or where the measure of damages is so speculative that it would be difficult if not impossible to correctly arrive at the amount of the damages." *Coxcom, Inc. v. Oklahoma Secondary Sch. Athletic Ass'n*, 2006 OK CIV APP 107, ¶ 11, 143 P.3d 525, 528; (citing Hines v. Independent School Dist. No. 50, Grant County, 1963 OK 85, 380 P.2d 943).

A. OETA will likely prevail because OETA has the right to the funds, assets and property currently held for its benefit by the Foundation by law and because the origins of the funds can be traced to the OETA, are granted to OETA through legal agreements and/or are raised through donor contributions with the intent the funds will be used by and for OETA.

In 1982 the Oklahoma Legislature passed legislation which authorized OETA to establish a supporting foundation which would operate "for the exclusive purpose of receiving, investing and expending privately donated nonstate appropriated funds for educational and eleemosynary purposes related to the support, promotion, development and growth of educational and public broadcasting in Oklahoma." (emphasis added) See Exhibit 2, 1982 Okla. Sess. Laws 607, SB 454, Section 2. The Foundation's articles of incorporation state the Foundation "shall direct all its efforts to the support of [OETA]". See Exhibit 3, Amended Articles of Incorporation of OETA, page 2, Purpose. Even Ms. Dowdy asserts that the Foundation "exists to support OETA. We have not updated our articles and/or bylaws to allow the Foundation to raise money for any other service." See Exhibit 8, Misinformation Email, page 2 (emphasis in original). There was never any intent by the legislature, Foundation by-laws, or Articles of Incorporation, or otherwise that a Foundation president, or its Trustees, could dictate strategic or tactical operations and policies at OETA and it was always the intent that OETA was to have control of its funds held in trust by the Foundation. See Exhibit 7, Robert Allen Deposition, page 97, line 18-22, page 98, line 13-15.

The most substantial investment which has led to the growth of OETA's endowment came from the sale of KTLC/Channel 43 for \$23.5M, directed and authorized by OETA. \$1.5M plus interest was reimbursed to the Foundation for its original investment in Channel 43 and the remaining proceeds were used to establish various endowments with earnings to be used to fund OETA's future needs, including capital, maintenance and operations, and "\$10M... was put into a permanent facilities endowment." See Exhibit 9, Minutes of the February 24, 1998 OETA Board

of Directors Meeting, page 3, paragraph 1. See Exhibit 7, Robert Allen Deposition page 56, line 15-16.

Further, additional funds held by the Foundation are from underwriting agreements and grant funds in which OETA is the legal beneficiary and thus, they are entitled to the proceeds. In the past, these underwriting and grant agreements would be shared with OETA to ensure the obligations of the parties are being met. However, under Dowdy the Foundation has stopped providing this information to OETA.

Another factor which establishes OETA's rights to funds held by the Foundation and is evidence of the likelihood that OETA will prevail in this action, is the intent of the donors. Clearly, donors intend and believe their donations to OETA will be used by and for OETA for programing and operations. Either through on-air pledge drives or mailers sent from the Foundation which instruct donors that OETA is the recipient, donors support the public television station. Since the Foundation initiated the lawsuit and the dispute became public, OETA has received many communications from donors and not a single donor has in any way conveyed that they intended their donations to be used by the Foundation or at the Foundation's discretion. Many of these donors are asking for assurances that the contributions they gave to OETA, through the Foundation, will be available to OETA. For example, OETA received letters from retired Oklahoma Chief Justice Steven W. Taylor who wrote demanding assurances that donations from the Puterbaugh Foundation are being safely used to benefit OETA and used within the parameters of the restrictions placed on it by the Puterbaugh Foundation. See Exhibit 10, Steven Taylor Email. Another donor requested confirmation that her donation only went to support OETA and PBS programming. See Exhibit11, Formstack Submission. The intent of these donors establishes OETA's interest in the assets.

In addition, OETA is entitled by law to the funds raised from its on-air pledge drives. The FCC requires all funds received from donations due to fundraising that interrupts OETA's regular, noncommercial educational broadcasting be used exclusively for the benefit of the operations of OETA. See In Re Request by Ohio State Univ., Columbus, Ohio for Waiver of Sections 73.503 & 73.621 of Commission's Rules, 62 F.C.C.2d 449, 450 (F.C.C. 1976); In the Matter of Comm'n Policy Concerning the Noncommercial Nature of Educ. Broad. Stations, 90 F.C.C.2d 895, 907 (F.C.C. 1982).

Because of the intent of the legislation which set up OETA and authorized OETA to create and cooperate with the Foundation, the regulations and policies of the federal licensing and programming authorities which apply to OETA and their funding and donor intent all point to OETA as the legal recipient of the funds, assets and property in question and the strong probability that OETA will prevail on the merits in this litigation.

B. OETA faces irreparable harm if the Foundation is not forced to stop its continued multiprong attack on OETA.

The Corporation for Public Broadcasting ("CPB"), a major funder of OETA, pursuant to Section 396(k)(12) of the Federal Communications Act of 1934, as amended, requires that all OETA donor information be used solely and exclusively for OETA's benefit, absent notice to donors and an opportunity for donors to opt out of any other use of their information. In 1999, OETA and the Foundation adopted a Joint Resolution to ensure compliance with the CPB requirement and restrict the use of viewers/members information. See Exhibit 12, Joint Resolution of August 24, 1999. See Exhibit 13, Minutes and Attachments for August 24, 1999 meeting, page 3, Direct Mail List Practices & Privacy Resolution. The Resolution stated "NOW, THERFORE, BE IT RESOLVED, that OETA and OETAF confirm that its policy shall be that as defined by CPB and does, hereby, adopt this resolution on this 24th day of August 1999." In accordance with that policy, "CPB-funded stations must... maintain active control of their membership and donor

list; ..." CPB policy continues to state that, in order for OETA to remain eligible for CPB funding, OETA should maintain "active control" over its membership and donor lists. See Exhibit 14, Restoring Public Trust, dated July 28, 1999, attachment, Direct Mail List And Partisan Political Activities Requirements, I. Principles, Control. However, the Foundation is violating the Resolution and CPB guidelines by attempting to destroy OETA's donor information and denying access to OETA.

In addition to OETA donor information maintained by the Foundation, the Foundation has sought as well to deny OETA access to OETA donor information maintained by the Public Broadcasting Service ("PBS"). Subsequent to OETA's Board passing the Resolution terminating the 1992 Agreement, OETA sent a letter to the PBS informing them of the Board's actions. The termination made it necessary for OETA to notify PBS that the Foundation is no longer affiliated with OETA and, as a result, that the Foundation should not have access to OETA's donor member information. See Exhibit 15. January 11, 2019 Letter to PBS. On January 18, 2019, PBS provided a letter to the OETA Executive Director, Polly Anderson explaining that the Foundation had instructed PBS "to refrain from providing to any party, including OETA, access to donor information maintained in PBS systems, and to destroy such information." See Exhibit 16, January 18, 2019 Letter from PBS to OETA, (emphasis added). Astonishingly, the Foundation also claimed that the donor information is a proprietary asset of the Foundation. It is ludicrous for the Foundation to make this claim. Thus, the Foundation has attempted to deny OETA access to its own donor information maintained by PBS. By the Foundation taking these steps to deny access to and control of OETA's donor information, the Foundation puts OETA in a position in which it risks non-compliance with CPB guidelines, cannot raise funds for operations and programming, or defend itself against the Foundation's frequent multifarious attacks by communicating directly with its donors. OETA's reputation, which has been built over decades, could be irreparably

harmed if the Foundation is allowed to continue to denigrate OETA in the media, to withhold funds donors have intended for OETA's benefit, and to forever deny access to OETA's donor information necessary to identify previous contributors and keep donors engaged in OETA's activities and to raise necessary funds. Donor information is essential to OETA's future success and the Foundation's continued abuse of that information could cause damage which OETA may not be able to be overcome.

In further violation of the Joint Resolution and CPB Guidelines, on January 18, 2019, Allegiance Fundraising Group ("Allegiance"), the entity that maintains and manages donor data on OETA's behalf, notified OETA that the Foundation had informed them that they were not to share OETA's donor information with OETA. See Exhibit 17, Email from Allegiance to OETA. Of course, this occurred after termination of the relationship and at a time the Foundation was touting its support of OETA and actively asking donors to contribute money to the Foundation, with the clear implication that the funds would be used to support OETA. An immediate concern for OETA and its supporters is that without an agreement with Allegiance to ensure OETA's access to its donor data, any future fundraising events carried out by OETA's new cooperating charitable entity cannot be properly facilitated because the Foundation controls OETA's fundraising efforts was thwarted by the Foundation's unnecessary and baseless actions. For example, OETA's regular Spring Pledge fundraising event raises substantial funds for OETA and if the event cannot take place OETA will lose direct, significant donor support.

According to Mr. Allen, "...it would be wrong for the Foundation to deny OETA access to that (donor) list as the "list of donors is OETA" and donors would find it "outrageous" that the information is being withheld from OETA, and he believes "such action would be not only

inappropriate, but total[ly] illegal." See Exhibit 7, Robert Allen Deposition, page 26, line 12 – 14, page 32, line 5.

Mr. Allen also testified that the list of donors was never withheld prior to the arrival of Ms. Dowdy's. See Exhibit 7, Robert Allen Deposition, page 25, line 17-19.

Despite the current litigation and termination of the Agreement, Ms. Dowdy, speaking on behalf of the Foundation and with evident authority from its Trustees, has publicly stated, in on the Foundation's website and in letters to donors that it continues to "support" OETA and encourages donors to continue sending contributions even though the Foundation is no longer sanctioned by OETA to raise money on their behalf. See Exhibit(s) 18, OETA Foundation Contribution Mailer. Hypocritically, the Foundation has notified at least one vendor that they will no longer pay bills they have paid in the past. See Exhibit 19, Email from Foundation employee to MGM Online directing invoices to OETA.

The Foundation has also used OETA's donor information to solicit support for the Foundation against OETA in this lawsuit. *See Exhibit 20, Foundation January 18, 2019 Letter to Donors.* According to Mr. Allen, when he received a copy of the letter "that was sent out by Daphne Dowdy, he "thought it was totally unprofessional and inappropriate, and if anything, its' going to harm the contributions to OETA in the future." See *Exhibit 7, Robert Allen Deposition*, page 32, line 14-18.

Because OETA voted to terminate the 1992 Agreement, the Foundation's continued use of information relating to donors to OETA, and its use of such information is unauthorized and puts OETA at risk with respect to its CPB funding, donor fundraising and engagement, and its reputation with donors, viewers and Oklahomans. The use of donor information to spread false information is problematic enough, but the fact that the Foundation is still alleging that it is raising funds for OETA is unethical at best and unlawful at worst. To date, OETA has yet to receive any

funds approved by the Foundation for its FY 2019 budget support, notwithstanding the approval of said support by the Foundation Board in July 2018. See Exhibit 21, OETA Request for transfer of CSG Funds dated August 6, 2018. See Exhibit 22, OETA FY19 Funding Requests for 1st and 2nd Quarter dated October 1, 2018. This further demonstrates OETA's fears regarding leaving any funds under the Foundation's control for the duration of this litigation.

In 2018, the on-air contributions for OETA were over \$1.2 million, which, according to FCC rules, must go to OETA for operations. OETA is at risk of losing additional CPB funding because the CPB determines its grant funding in part by the amount of non-federal financial support ("NFFS"). For example, when funds are withheld by the Foundation the amount of NFFS is reduced thus CPB provided funding to OETA is lower. OETA must have access to its charitable gifts or it will continue to suffer. See Exhibit 7, Robert Allen Deposition, page 68, line 15-18.

There are also several examples of confusion on the part of OETA supporters, which is the result of a misrepresentation at best.² The Facebook pages of People's Electric Cooperative and Rural Electric Cooperative both claim to be proud to supporters of OETA, but unfortunately, the program they refer to, "Well That's Fun", is not sanctioned by OETA and is instead a production created solely by the Foundation in flagrant violations of OETA directives to not use donor funds in such a manner. See Exhibit 23, "REC partnered with OETA to giveaway a STEM experiment box…" and Exhibit 24, People's Electric Cooperative, We are happy to present OETA's Well That's Fun…".

The Foundation is also withholding financial information which prevents OETA from complying with the reporting requirements imposed by 1982 Okla. Sess. Laws 607, SB 454, 70 O.S. §23-122, and certain federal license and grant requirements. Unfortunately, OETA has no knowledge as to how donors' funds are currently being spent, how those funds are earmarked by

² It is for appropriate agencies to determine whether the actions of the Foundation violate the law.

donors, and if the funds are not immediately protected, whether those funds will be used in accordance with donor restrictions. According to Mr. Allen, using donor contributions to fund this lawsuit is itself "a waste of good money – of good donations...". See Exhibit 7, Robert Allen Deposition, page 25, line 1-3.

The *Odyssey* program guide is an asset of OETA which was produced by OETA for decades. At a time of transitioning responsibilities, production of the *Odyssey* was temporarily transferred to the Foundation, along with the donor information necessary to carry out the duties involved in its production. Now the Foundation is refusing to turn control of *Odyssey* back over the OETA and is using *Odyssey* to transmit damaging and inaccurate material to OETA supporters and viewers. *See Exhibit 25, Odyssey February 2019 Message from President*. The Foundation Trustees even instructed Ms. Dowdy to turn over *Odyssey* in August of 2018, but apparently the Trustees cannot control her as she continues to use the publication to advance her self-interested and harmful agenda. *See Exhibit 26, Email from Utterback to Dowdy of August 7, 2018*. Ultimately, this refusal of Dowdy to comply with the supervisory directives of her governing Board led to resignation of a well-respected Trustee. Dr. James Utterback complained in an email dated August 14, 2018 that it was disrespectful of the Foundation to not turn over the programming guide, *Odyssey*, to OETA and to produce content without involving OETA. *See Exhibit 7, Robert Allen Deposition, Exhibit 10*.

On July 28, 2017, Dowdy, called a meeting with OETA's Digital Network Specialist,
Dan Bigbee. Unbeknownst to Mr. Bigbee, OETA Executive Director Mark Norman was
unaware of the meeting or that the Foundation was attempting to gain access to OETA network.
At the meeting, Mr. Bigbee was directed, without any prior authorization from or notification to
OETA, to grant the Foundation access to OETA's state computer network and digital assets. Mr.
Bigbee did not do so and he later reported that "accusations of obstruction and un-cooperation

were made in an unprofessional manner...[a]t one point Ms. Dowdy began shouting." See Exhibit 27, Dan Bigbee Letter of August 10, 2017.

On May 11, 2018, Dowdy again attempted to force Mr. Bigbee to make changes to the OETA network and introduced Bigbee to an unauthorized external information technology vendor, NvYA Technology. In addition to the impropriety of trying to gain unauthorized access to a state computer network, this is also an example of how the Foundation duplicates resources and wastes OETA funds. See Exhibit 28, Dan Bigbee Letter of May 15, 2018. The Foundation has made other improper attempts to control and direct OETA state employees without the consent or knowledge of OETA Executive Directors. In July of 2017, a report was made that Ms. Dowdy wanted to hire a new education coordinator because she did not believe the Curtis Calvin, the OETA education coordinator was doing his job but the Interim Executive Director of OETA did not agree with Ms. Dowdy. Ultimately, Mr. Curtis, the OETA education coordinator filed a complaint against alleging Ms. Dowdy and her staff created a hostile work environment. See Exhibit 29, Email from Curtis Calvin dated February 21, 2018.

In addition to the Foundation's substantial wasting of donor money, the quality of the unauthorized productions the Foundation has produced and distributed has been a cause of concern. Mr. Bill Perry, OETA's Vice President of Content, complained of the quality of programming that Ms. Dowdy was using OETA funds to produce, including hiring producer Mickie Smith as Director of Fundraising Production. See Exhibit 30, Email from Bill Perry dated February 22, 2018. Furthermore, Mark Norman, the Interim Executive Director also expressed concerns with Ms. Dowdy's unprofessional demeanor and inability to understand OETA's role in programming staffing and programing. See Exhibit 31, Email from Mark Norman dated February 13, 2017. Because the Foundation did not previously maintain necessary production equipment

nor has the Foundation ever had permission from OETA to use OETA funds for said equipment hiring a producer is duplicative and waste of resources.

These duplications in staffing unnecessarily waste donor funds. OETA has a direct interest in the funds held by the Foundation for its benefit, as well as an interest in donor information in the Foundation's possession, both of which are in danger of being lost, removed, or materially injured. The Foundation is diverting resources intended for OETA by hiring staff and purchasing equipment to produce content all without the approval of OETA and in direct violation of OETA directives, including the purchase of a Cadillac for Ms. Dowdy. To illustrate the disparity in spending, the Foundation employs less than half of the employees as OETA and yet the Foundations expenses for administration, management and general expenses are substantially more than that of OETA. For FYs 2016, 2017 and 2018 the Foundation employed more than 16 employees per year and spent \$2,798,981 for administration, management and expenses. For the same time period, OETA had 45 employees and expended only \$1,910,156. See Exhibit 32, OETA – Foundation Expenses per Audit and Certificate of Title.

In a notable example of unnecessary diversion of donor resources, the Foundation spent substantial OETA funds to produce "Mosaic Oklahoma" with the expectation the programs would air on OETA even though OETA explicitly communicated that any content generated using its donor funds that did not involve OETA from the inception stage would not be aired. Because OETA retains full authority over on-air programming in accordance with the 1992 Agreement, OETA must approve all proposed programming. Mosaic Oklahoma did not follow the approval process and when OETA finally had the opportunity to view the program OETA pulled it from the air because it did not meet PBS' non-commercial education ("NCE") guidelines. Dowdy is listed as the "executive producer" of Mosaic Oklahoma, and the Foundation's custodian, Linda Sneed, and maintenance employee, Michael Thompson, are listed as "development personnel". See

Exhibit 33, Mosaic Webpage. Former Chair of the Trustees, Jim Utterback, disagreed with the production of Mosaic which ultimately was one of the reasons he left the Foundation board. See Exhibit 7, Robert Allen Deposition, Utterback email dated August 14, 2018 Exhibit 10.

The Foundation has changed locks in the Robert L. Allen Telecommunications Center (the "Center") which is leased by OETA and prevented OETA staff from accessing parts of the Center, all without OETA authorization. See Exhibit 34, Photos of Foundation Signs Preventing Access. After this situation became untenable OETA informed the Foundation they would have to vacate the Center. See Exhibit 35, December 14, 2018 Letter from King to Dowdy. They have refused to vacate the Center and continue to wrongfully prevent OETA from fully accessing their leased property. See Exhibit 36, December 29. 2018 Letter from Dowdy to King See Exhibit 37, Lease between Griffin and OETA.

Under Ms. Dowdy's direction the Foundation has waged a war against OETA by denying needed funding, prohibiting access to part of their shared building and denigrating staff and attacking morale sufficient enough to cause Mr. Robert Allen, known as "Mr. OETA" because of his long history with OETA, to leave his position as a Trustee because Ms. Dowdy is "hell bent on having her way in every workplace relationship and through manipulation, deception, rudeness and drama, is leading her staff down this same path... I pray this abusive behavior will stop." See Exhibit 7, Robert Allen Deposition, Exhibit 11. Mr. Allen recently testified that if Ms. Dowdy is allowed to continue exhibiting these traits, "it will severely damage OETA for years to come" and "[d]amage the reputation, the operations...[i]t could even affect state appropriations, which is vital to OETA..." and the harm "could be irreparable." See exhibit 7, Robert Allen Deposition page 45, line 11-24. page 46, line 2-6, 8-9. Three Trustees, Dr. James W. Utterback, Barry Beauchamp and Bob Allen, have left the Board due to Dowdy's abuses as president of the Foundation. Mr. Allen attributes the cause of these resignations "directly to Ms. Dowdy." See Exhibit 7, Robert Allen

Deposition, page 42, line 11-12. Mr. Beauchamp resigned from the Board of Trustees of the Foundation on June 26, 2018 stating that "it is obvious that our conversation today with [Dowdy] did not mean anything to her. She believes only she understands how this should be handled." See Exhibit 7, Robert Allen Deposition, Exhibit 10. Mr. Allen, to whom much of OETA's growth and success can be attributed, left the Foundation's Board of Trustees after being accosted by one of Dowdy's senior employees. Mr. Allen stated in an email on July 27, 2018, to Dr. Utterback, then Chair of Board of Trustees, that "[a]fter having served and supported the Foundation as a charter member for more than 35 years, and given my health and age, I decided it was time to resign, and not stand for re-election, before [Dowdy] leads our Foundation over the cliff." (Emphasis added). See Exhibit 7, Robert Allen Deposition, Exhibit 10. Recently, Mr. Allen testified that it appears to him that if Ms. Dowdy continues to behave as she has in the past he still believes she will lead OETA over the cliff, and he "pray[s] something can be done... to alleviate the threat." See Exhibit 7, Robert Allen Deposition, Page 40 line 1-5, 17-19.

C. It is imperative that swift action be taken to prevent further damage to OETA and appointment of a receiver is the only plain, speedy and adequate remedy available to OETA.

Incredulously, in an article that appeared after OETA's Board voted to terminate the relationship, Ms. Dowdy claimed that "the Foundation plans to continue to work in support of OETA." See Exhibit 38, Current Article, January 21, 2019. OETA needs a receiver to be appointed immediately to protect OETA, its donors and the funds they contribute to support OETA. OETA's resolution makes it clear that it does not want its name associated with the Foundation and they must stop using the OETA name, logo and likeness to raise money and yet the Foundation is intent upon using OETA's name to raise funds from donors who believe they are supporting OETA public television. Each day the Foundation is disrupting OETA's operations as evidenced here. The Foundation is using the OETA donor list to raise money under the guise of

"support" to OETA, but without turning funds over to OETA, manipulating the dispute in public in the news and on social media and turning donors against OETA. The Foundation is damaging OETA's fundraising capabilities and reputation which will cause damage now and in the future. Without access to its funding and donor list OETA cannot continue to operate. OETA's donors will lose confidence and contributions will suffer. Currently, there is no other immediate available remedy which can protect the funds during the duration of this litigation. Left unchecked, the Foundation can do serious and possibly fatal damage to OETA.

CONCLUSION

WHEREFORE, OETA joins Attorney General Mike Hunter's Motion for the Appointment of a Receiver and prays that this matter be set for a date and time certain, with due and proper notice given to all interested parties, in the form and manner prescribed by law; that a hearing hereof, a receiver be appointed by this Court as a receiver of the Foundation, including all of its funds, assets and property, in Foundation's possession and control and to account for all funds and prevent further waste and to assume control of the day to day operations of the Foundation; that OETA be granted all fees, costs and expenses associated herewith, including reasonable attorneys fee; and, that OETA be granted any and all such further relief to which it may show itself justly entitled, either in law or equity.

Respectfully submitted,

Michael Burrage, OBA No. 1350
Patricia A. Sawyer, OBA No. 30712
J. Renley Dennis, OBA No. 33160
512 North Broadway Avenue
Oklahoma City, OK 73102
Telephone: (405) 516-7800
Facsimile: (405) 516-7859
mburrage@whittenburragelaw.com
psawyer@whittenburragelaw.com
idennis@whittenburragelaw.com

ATTORNEYS FOR DEFENDANT/THIRD PARTY PLAINTIFF

CERTIFICATE OF MAILING

This is to certify that on the 5 day of March, 2019, a true and correct copy of the above and foregoing was mailed to:

E Frederick J. Hegenbart, OBA No. 10846 Kent B. Rainey, OBA No. 14619 Adam S. Breipohl, OBA No., 32358 525 S. Main Street, Suite 700 Tulsa, OK 74103

Telephone: (918) 585-9211 Facsimile: (918) 583-5617 Email: <u>fredh@rfrlaw.com</u> <u>borainey@rfrlaw.com</u> adamb@rfrlaw.com

ATTORNEYS FOR PLAINTIFF AND THIRD-PARTY DEFENDANTS, OKLAHOMA EDUCATIONAL TELEVISION AUTHORITY FOUNDATION Stacy R. Morey, OBA No.16699 Chief Assistant Attorney General Malisa McPherson, OBA No. 32070 Deputy Chief Assistant Attorney General Consumer Protection Unit 313 N.E. 21st Street Oklahoma City, OK 73105 Telephone: (405) 521-3921 Facsimile: (405 522-0085)

ATTORNEYS FOR STATE OF OKLAHOMA

Patricia Sawyer

IN THE DISTRICT COURT OF OKLAHOMA COUNTY STATE OF OKLAHOMA

OKLAHOMA EDUCATIONAL TELEVISION AUTHORITY FOUNDATION, INC.,)))		
Plaintiff,)		
v.) Case No.: CJ-2018-6717		
OKLAHOMA EDUCATIONAL TELEVISION AUTHORITY,)))		
Defendant/Third Party Plaintiff,)		
v.)		
CYNTHIA REID, MIA MASCARIN OVEN, LINDA GARDNER, P. DAVID GILLETT, AND DAPHNE DOWDY,)))		
Third Party Defendants)		
AFFIDAVIT OF GARRETT TREY KING			

STATE OF OKLAHOMA)	
)	SS
COUNTY OF OKLAHOMA	.)	

- I, Garrett Trey King, being first duly sworn upon oath, do hereby state as follows:
- 1. That I am a member of the Oklahoma Educational Television Authority ("OETA") since 20-April-2015.
 - 2. That I am the Chair of the OETA Board of Directors since 23-August-2016.
- 3. I have read Defendant/Third-Party Plaintiff OETA's Joinder in the Motion for the Appointment of a Receiver filed by the Oklahoma Attorney General and, to the best of my knowledge and belief, the facts stated in it are true.

FURTHER AFFIANT SAITH NOT

Subscribed and sworn to before me this 15 day of March, 2019.

ROBBIN D. JENNINGS NOTARY PUBLIC - STATE OF OKLAHOMA MY COMMISSION EXPIRES MAR. 02, 2023 COMMISSION # 15002125

[SEAL]

My Commission No.: 15002125

Commission No.: 15002125

CETAO

Resolution of the Board of Directors, #OETA-1-8-2019 Oklahoma Educational Television Authority (OETA)

PRESENT & VOTING IN FAVOR

OF PASSAGE: Terri Cornett, James Gallogly, Burns Hargis, Joy Hofmeister, Cody Inman, Glen Johnson, Garrett King, Suzanne Lair, and Clarke Stroud

WHEREAS, the Oklahoma Educational Television Authority Foundation, Inc. ("Foundation"), filed a lawsuit against the Oklahoma Educational Television Authority ("OETA"), styled as Oklahoma Educational Television Authority Foundation, Inc. v. Oklahoma Educational Television Authority, Case Number CJ-2018-6717, on 6-December-2018, in an apparent attempt to damage OETA's reputation among its donors and in the community and assert control over the operations of OETA;

WHEREAS, 1982 Okla. Sess. Laws 607, SB 454; states:

It is the intent of the Oklahoma Legislature that the Oklahoma Educational Television Authority seek ways to encourage contributions by private individuals, companies, foundations, corporations and others in the private and public sectors by cooperating with a public, nonprofit foundation. Such foundation would operate for the exclusive purpose of receiving, investing and expending privately donated nonstate appropriated funds for educational and eleemosynary purposes related to the support, promotion, development and growth of educational and public broadcasting in Oklahoma. The Oklahoma Educational Television Authority shall make a full report annually on the activities of the nonprofit foundation to the Governor and the Legislature.

WHEREAS, the 3-February-1983 Articles of Incorporation of the Foundation provide in part, that the Foundation exists:

...to receive, invest and expend privately donated non-state appropriated funds for educational purposes related to the support, promotion, development and growth of educational and public broadcasting in Oklahoma. This corporation shall direct all of its efforts to the support of the Oklahoma Educational Television Authority, a state agency created by the Oklahoma Legislature, hereinafter referred to as OETA. In this regard, [the Foundation] shall create a fund to be used for any program, project or enterprise and undertaken in the interest of OETA, to fund, support and maintain the operating of such other projects and programs the corporation may from time to time deem advisable and to provide



financial support to all personnel who may be required in the operation and administration thereof, and to foster and promote educational and cultural interests in the State of Oklahoma. (emphasis added);

WHEREAS, all assets, funds and property held by the Foundation are held for the exclusive use and benefit of OETA;

WHEREAS, the Foundation has not made financial disclosures to OETA irrespective of OETA's request of such disclosures and is improperly withholding information thereby preventing OETA from fulfilling its obligation to (1) report to the Legislature and Governor; (2) report to the Corporation for Public Broadcasting (CPB); and (3) comply with Federal Corporation Commission (FCC) rules and procedures thereby potentially placing OETA's broadcasting licenses in jeopardy;

WHEREAS, the Foundation is withholding funds and placing restrictions upon said funds not imposed by the donors of said funds;

WHEREAS, OETA entered into an Agreement with the Foundation on the 26th day of February, 1992 ("Agreement");

WHEREAS, Section 12 of the Agreement provides the option to terminate said Agreement upon 60 days' written notice;

WHEREAS, OETA has determined that the relationship with the Foundation has become untenable and termination of the Agreement is the only viable option;

WHEREAS, OETA has determined that it is in the best interest of OETA, the State of Oklahoma, the citizens of Oklahoma and OETA's donors that the Agreement be terminated at the earliest possible date;

WHEREAS, OETA desires to give written notice to the Foundation that said Agreement is terminated; and

WHEREAS, by reason of the actions taken by the Foundation, OETA has had to retain and engage legal counsel and entered into an Attorney-Client Contract approved by the Oklahoma Attorney General on 29-November-2018.

THEREFORE, IT IS RESOLVED BY THE BOARD OF DIRECTORS OF THE OKLAHOMA EDUCATIONAL TELEVISION AUTHORITY (OETA):

- 1. THAT, it is hereby declared to be the intent of the Board of Directors of OETA to terminate the Agreement between OETA and the Foundation dated 26-February-1992.
- 2. THAT the Agreement is hereby terminated, in accordance with Section 12 of the Agreement, 60 days from notice to the Foundation or sooner if permitted by law.
- 3. THAT, the Chair of the Board of Directors of OETA is hereby authorized and directed to give written notice promptly to the Foundation of the intent to terminate the Agreement.

- 4. THAT, it is found and determined that the Foundation is to immediately relinquish all assets, funds, information, and property being held for the benefit of OETA, as directed by OETA.
- 5. THAT, the Chair of the Board of Directors for OETA shall have the full and necessary authority to carry out the terms of this Resolution and is hereby authorized to execute or sign any documentation or perform such acts necessary to effectuate this Resolution, including but not limited to: protection of OETA's name, images, logo and likeness; enforcement of the 14-December-2018 notice to Foundation to vacate the premises at 7403 North Kelly Avenue, Oklahoma City, Oklahoma; and transfer of OETA assets, funds, information, and property held by OETA Foundation for the benefit of OETA, as directed by OETA.
- 6. THAT, the Attorney-Client Contract approved by the Oklahoma Attorney General on 29-November-2018 is hereby adopted and ratified.
- 7. THAT, the Chair of the Board of Directors for OETA shall have the full and necessary authority to facilitate OETA's ability to engage, for both near and long-term cooperation, with a new charitable foundation as authorized under 1982 Okla. Sess. Laws 607, SB 454 and to report on actions taken relative to this provision to the Board during its next regularly scheduled meeting on 26-February-2019.

On behalf of the Board of Directors of the Oklahoma Educational Television Authority (OETA):

Garrett T. King, M. Ed.

Janete King

Chair

8-January-2019

Ch. 260 LAWS THIRTY-EIGHTH LEGISLATURE

SECTION 8. Judicial Nominating Commission-Appropriation

There is hereby appropriated to the Office of the State Supreme Court, from any monies in the General Revenue Fund of the State Treasury, for the fiscal year ending June 30, 1983, not otherwise appropriated, the sum of Three Thousand Dollars (\$3,000.00), or so much thereof as may be necessary to pay the operating expenses of the Judicial Nominating Commission.

SECTION 9. Limitation on expenditure of funds

The funds appropriated in Sections 2, 7 and 8 of this act may be expended only for the purposes specified in said sections and shall not be available for transfer to any other amount appropriated in this act.

SECTION 10. Fiscal year limitations—Lapse date

The appropriations made by this act shall be subject to fiscal year limitations and may be encumbered through June 30, 1983. Any unexpended funds remaining after November 15, 1983, shall lapse and be transferred to the credit of the proper fund for the then current fiscal year.

SECTION 11. Severability

The provisions of this act are severable and if any part or provision hereof shall be held void the decision of the court so holding shall not affect or impair any of the remaining parts or provisions of this act.

Approved May 14, 1982. Emergency.

APPROPRIATIONS—EDUCATIONAL TELEVISION AUTHORITY

CHAPTER 261.

S.B.No.454

AN ACT RELATING TO THE OKLAHOMA EDUCATIONAL TELEVISION AUTHORITY; MAKING AN APPROPRIATION THERETO; STATING THE PURPOSE; EXPRESSING LEGISLATIVE INTENT; PROVIDING FOR APPOINTMENT, DUTIES AND COMPENSATION OF EMPLOYEES; PROVIDING FOR SALARY OF THE DIRECTOR; LIMITING NUMBER OF EMPLOYEES; LIMITING EXPENDITURES FOR SALARIES AND WAGES; PROVIDING LAPSE DATE; PROVIDING SEVERABILITY; AND DECLARING AN EMERGENCY.

Be it enacted by the People of the State of Oklahoma:

SECTION 1. Appropriation

There is hereby appropriated to the Oklahoma Educational Television Authority, from any monies in the General Revenue Fund of the State Treasury, for the fiscal year ending June 30, 1983, not otherwise appropriated, the following amount, or so much thereof as may be necessary to provide educational and public broadcasting services and to carry out the other duties imposed upon the Oklahoma Educational Television Authority by law:

Personal Services
Equipment
Other Operating Expenses
TOTAL

\$1,460,368.00 15,507.00 336,168.00 \$1,812,043.00

SECTION 2. Nonprofit foundation—Intent of Legislature 16

It is the intent of the Oklahoma Legislature that the Oklahoma Educational Television Authority seek ways to encourage contributions by private individuals, companies, foundations, corporations and others in the private and public sectors by cooperating with a public, nonprofit foundation. Such foundation would operate for the exclusive purpose of receiving, investing and expending privately donated nonstate appropriated funds for educational and eleemosynary purposes related to the support, promotion, development and growth of educational and public broadcasting in Oklahoma. The Oklahoma Educational Television Authority shall make a full report annually on the activities of the nonprofit foundation to the Governor and the Legislature.

SECTION 3. Appropriation

It is the intent of the Oklahoma Legislature that Fifty Thousand Dollars (\$50,000.00) of the amount appropriated by Section 1 of this act included in the line item for other operating expenses be used for promotional and educational activities related to receiving a newly available Oklahoma Educational Television Authority signal in areas where the Authority's translators are located.

SECTION 4. Employees—Duties and compensation 16

The Oklahoma Educational Television Authority shall appoint and fix the duties and compensation of officials and employees necessary to perform the duties imposed upon the Oklahoma Educational Television Authority by law. The salary of the Director shall not exceed Thirty-nine Thousand Dollars (\$39,000.00) per annum, payable monthly, for the fiscal year ending June 30, 1983. The number of full-time-equivalent employees utilized in the operation of the Oklahoma Educational Television Authority shall not exceed a yearly average of sixty-nine (69) during the fiscal year ending June 30, 1983, except as may be authorized under the provisions of Section 3603 of Title 74 of the Oklahoma Statutes. The total funds from all sources expended by the agency for the payment of any payroll salary or wage, including tax-sheltered deferment contracts authorized by state statute, shall not exceed One Million Two Hundred Forty-three Thousand Nine Hundred Eighty Dollars (\$1,243,980.00), during the fiscal year ending June 30, 1983.

SECTION 5. Fiscal year limitations—Lapse date

The appropriation made by this act shall be subject to fiscal year limitations and may be encumbered through June 30, 1983. Any unexpended funds remaining after November 15, 1983, shall lapse and be transferred to the credit of the proper fund for the then current fiscal year.

SECTION 6. Severability

The provisions of this act are severable and if any part or provision hereof shall be held void the decision of the court so holding shall not affect or impair any of the remaining parts or provisions of this act.

Approved May 14, 1982. Emergency.

AMENDED .

ARTICLES OF INCORPORATION OF OKLAHOMA EDUCATIONAL TELEVISION AUTHORITY FOUNDATION, INC., A NON-PROFIT CORPORATION

ILED

STATE OF OKLAHOMA,) SS. COUNTY OF OKLAHOMA)

MAY 26 1983 OKLAHOMA SECRETARY OF STATE

TO THE SECRETARY OF STATE OF THE STATE OF OKLAHOMA:

KNOW ALL MEN BY THESE PRESENTS:

Ws, the undersigned incorporators:

NAME
ADDRESS
GITY AND STATE

Robert L. Allen
5117 N.W. 19th Terrace Oklahome City, Oklahome
Dr. W. C. Burris
2720 Robin
Altus, Oklahome

Dr. Edwin Vineyard 202 S. Pine . Tonkawa, Oklahoma

being persons legally competent to enter into contracts for the purpose of forming a non-profit corporation under the Business Corporation Act of the State of Oklahoma, Section 851, do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME:

The name of this Corporation is Oklahoma Educational Television Authority Foundation, Inc., a non-profit corporation.

ARTICLE II

PRINCIPAL OFFICE:

The address of its registered office in the State of Okla-homa is 7403 N. Kelley Avenue, in the City of Oklahoma City, County of Oklahoma, and the name of its registered agent is Robert L. Allen, of the same address.

EXHIBIT

ARTICLE III

NON-PROFIT CORPORATION:

This corporation is formed for charitable, educational and scientific purposes and has no stated capital. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees; officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the corporation shall be the carrying on of propagands, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Gode of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

TERM:

The term for which this corporation shall exist shall be Fifty (50) years.

ARTICLE V

PURPOSE:

The putpose for which this corporation is formed is to receive, invest and expend privately denated non-state appropriated funds for educational purposes related to the support, promotion, development and growth of educational and public broadcasting in Oklahoma. This corporation shall direct all its efforts to the support of the Oklahoma Educational Television Authority, a state agency created by the Oklahoma Legislature, hereinafter referred to as OETA. In this regard, it shall create a fund to be used for any program, project or enterprise and undertaken in the interest of OETA, to fund, support and maintain the operation of

such other projects and programs the corporation may from time to time deem advisable and to provide financial support to all personnel who may be required in the operation and administration thereof, and to foster and promote educational and cultural interests in the State of Oklahoma.

ARTICLE VI

POWERS:

For the furtherance of the objects and purposes of this corporation, it shall have power to:

- (a) To enter into contracts, to sue and be sued, and to have a corporate seal;
- (b) To borrow money and give its notes or other obligations therefor, and to secure payment thereof by pledging, encumbering, and mortgaging any property it may own;
- (c) To sell, convey and dispose of any real, personal or mixed property it may own;
- (d) To receive and administer funds for scientific and f educational purposes;
- (e) To take and hold by bequest, devise, gift, purchase or lease, either absolutely or in trust any property, real, personal or mixed, without limitation as to amount or value;
- (f) To own, acquire, hold and manage such real and personal property as may be reasonably necessary for the business and objects of this corporation;
- (g) To 'sell, convey, and dispose of any property and to invest, reinvest, or dispose of the principal thereof or to deal with and expend the income for any of the above-mentioned purposes without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received;
- (b) To receive any property, real, personal, or mixed in trust under the terms of any will or other trust instrument and in administering the same to carry out the directions and carry out the powers contained in the trust instrument under which the property is received, including the expenditure of the principal, as well as the income, for any one or more of the above-mentioned

purposes, if authorized or directed in the trust instrument under which it is received;

- (i) To receive, take title to, hold and use the proceeds and income of stocks, bonds, obligations and other securities of any corporation domestic or foreign;
- (j) In general, to exercise any, all and every power to which a non-profit corporation organized under the provisions of the laws of the State of Oklahoma for scientific and educational purposes can be authorized to exercise;
- (k) To hire any and all necessary personnel, either as normal employees or as contracted services which the Trustees may deem necessary or expedient. Such personnel shall include, but not be limited to, managerial, secretarial or professional, as the Trustees may deem appropriate.

ARTICLE VII

PRIVATE PROPERTY OF MENBERS NOT SUBJECT TO CORPORTION DEBTS:

The private property of the members of this corporation shall not be subjected to the payment of corporate debts; and no member shall be liable for the debts of the corporation to any amount.

ARTICLE VIII

MEMBERS:

The members of this corporation shall be constituted of the subscribers to these Articles. The qualifications of additional members, mode of election and terms of admission shall be provided for in the By-Laws of this corporation.

ARTICLE IX

GOVERNMENT:

The original government of this corporation shall be vested in the three named incorporators acting in the role of a Board of Trustees. This three-person Board of Trustees shall prepare or cause to be prepared the By-Laws for governance of the corporation. Said By-Laws shall provide for a Board of Trustees of no more than seven (7) members and shall provide for the current chairman and the current director of the Authority to serve as

- OR

Trustees for one or more past chairmen to serve as Trustees. The By-Laws shall state terms of office, qualifications, manner of selection, powers and duties, and other essentials of governance.

The names and addresses of those persons constituting the Board of Trustees, are as follows:

NAME	ADDRESS	TENURE
Robert L. Allen	Oklahoma City, Oklahoma	3 Years
Dr. W. C. Burris	Altus, Oklahoma	3 Years
Dr. Edwin Vineyard	Tonkawa, Oklahoma	3 Years

ARTICLE X

INDENNIFICATION OF DIRECTORS AND OFFICERS:

Every person who is or has been a director or officer of this corporation shall be indemnified and held harmless by the corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him in connection with or arising out of any claim, action, suit or proceeding in which he may be involved by reason of his being or having been a director or officer of this corporation whether or not he continues to be a director or officer at the time such costs and expenses are imposed or incurred.

ARTICLE XI

DISSOLUTION:

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1594 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII

HY-LAWS:

The members shall have power to prescribe and enforce By-Laws for the government of this corporation and its officers consistent with these Articles.

ROBERT L. AVI.EN

DR. W. G. BURRIS -

DR. EDWIN VINEYARD

ACKNOWLEDGMENT

GOUNTY OF Olla.) SS.

Before me, the undersigned, a notary public, in and for said county and state, on this 24 day of 74, 1982, personally appeared Robert L. Allen, Dr. W. C. Burris and Dr. Edwin Vineyard, to me known to be the identical persons who executed the within and foregoing instrument and acknowledged to me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth.

Given under my hand and seal the day and year last above written.

Martha Charles akatemin

My Commission Expires:

AGREEMENT

This Agreement is made and entered into this <u>26th</u> day of <u>February</u>, 1992, by and between the Oklahoma Educational Television Authority, a public board licensed by the Federal Communications Commission ("FCC"), (hereinafter known as "OETA"), and the Oklahoma Educational Television Authority Foundation, Inc., a corporation organized under the laws of the State of Oklahoma (hereinafter known as "Foundation").

RECITALS

WHEREAS, OETA and the Foundation have developed a successful funding partnership between public and private financing resources to insure the proper and steady growth of educational and public television services to all the citizens of Oklahoma; and

WHEREAS, pursuant to Title 70 O.S., §23-101, the Oklahoma Legislature stated its intent and purpose to make educational television services available to all Oklahoma citizens on a coordinated statewide basis under the direction and supervision of the Oklahoma Educational Television Authority; and

WHEREAS, the OETA Foundation, Inc. is a private, non-profit organization and was established in 1983 as a result of S.B. 454 passed by the 1982 Oklahoma Legislature, which expressed legislative intent that the Oklahoma Educational Television Authority seek ways to encourage contributions in the private sector by cooperating with a non-profit foundation; and

WHEREAS, since its inception in 1983, the Foundation has operated for the exclusive purpose of receiving, investing and expending privately donated non-state appropriated funds for educational and eleemosynary purposes related to the support, promotion, development and growth of educational and public broadcasting in Oklahoma; and

WHEREAS, the Foundation has been and continues to be an excellent model of a private,



non-profit organization created to support the growth of educational and public broadcasting; and

WHEREAS, the Foundation has established relationships of mutual trust and confidence with its many private contributors and, to insure financial accountability, has annually been audited by an independent certified public accountant; and

WHEREAS, the inherent reason for the Foundation's success has been the ability of the Foundation to assure its many private contributors that their donations will enhance the quality of public programming and will not merely be considered as replacement funds for legislative appropriations; and

WHEREAS, the Foundation has successfully raised private funds from citizens, corporations and foundations to pay for programming and programming related expenses and such programming purchases on behalf of OETA have resulted in more and better offerings to the public; and

WHEREAS, both OETA and the Foundation reaffirm their long-standing commitment to autonomy and independence of judgment in programming and broadcast matters and in the belief that this agreement further accomplishes that end; and

WHEREAS, the OETA and the Foundation are separate legal entities, both existing for the purposes of support, promotion, development and growth of educational and public broadcasting in Oklahoma, it is the desire of the respective parties to enter into this Agreement to delineate mutually supportive obligations and responsibilities, while maintaining separateness of function and accountability to the public hereby served; and

WHEREAS, Heritage Media Corporation has donated the Channel 43 license, transmission line, antenna, transmitter and master control equipment in Oklahoma City to the Oklahoma Educational Television Authority; and

WHEREAS, the OETA Foundation has established its new headquarters at 11901 N. Eastern through the acquisition of the remaining Channel 43 assets including 95 acres of land, a 20,000 square foot studio/office facility and 1595 foot tower.

NOW, THEREFORE, for adequate and sufficient consideration of which are acknowledged, it is hereby agreed, understood and acknowledged by and between OETA and the Foundation that:

- 1. The Foundation will provide to OETA designated public programming, including programming development and promotion, all to be paid for by Foundation funds derived from private contributions from individuals, corporations, and foundations.
- 2. The Foundation will assist OETA by providing non-commercial, educational and public television programming, the necessary office/studio/tower space and staff for the operations of Channel 43.
- 3. The Foundation will provide management of the Programming Endowment that was established in 1983 and that funds for the Endowment will continue to come from such funding sources as program underwriting, endowment grants, unrestricted grants, interest earned on investments, carry-over funds, if any, and planned giving.
- 4. The Foundation will be responsible for paying for programming, promotion and development staff salaries, Foundation facilities, development activities, new program development, as well as specific components of OETA's programming schedule (as described in paragraph 1).
- 5. In the interest of insuring that OETA funds and Foundation funds remain separate and can be properly accounted for, the Foundation will reimburse actual cost to OETA for employees' time and facilities use during development and fundraising activities.
- 6. In the interest of insuring that OETA funds and Foundation funds remain separate and can be properly accounted for, the Foundation will reimburse OETA fair market value cost for the utilization of office space on an as-needed basis by Foundation employees in accordance with state procedures and law.
- All state funding will flow into OETA and that OETA will pay for OETA staff salaries, on-air operations and other operating expenses, OETA facilities and equipment, local

productions such as news or coverage of the legislature.

- 8. OETA has legal responsibility for all operations and programming.
- 9. OETA retains the ultimate responsibility for anything it broadcasts and, therefore, must retain the right to reject or refuse any programs which OETA believes to be unsatisfactory or unsuitable or contrary to the public interest. OETA retains the right to preempt any and all programs in the event of great urgency or importance to satisfy its public interest standard.
- Both OETA and the Foundation are governed by their respective separate existing Boards.
- 11. In the interest of insuring ongoing communication and encouraging cooperation, the OETA and the Foundation agree to create a Joint Coordinating Council consisting of the officers of both Boards to serve as a forum for developing general policy and for making necessary recommendations to the respective Boards of OETA and the Foundation, if needed.
- 12. Either party may terminate this Agreement upon sixty (60) days written notice to the other party. Notice shall be in writing and shall be deemed to have been duly given if personally delivered or mailed certified mail, return receipt requested:
 - a. if to OETA, to:

Executive Director
Oklahoma Educational Television Authority
7403 N. Kelley Avenue
Oklahoma City, OK 73113

b. if to Foundation, to:

Manager
Oklahoma Educational Television Authority Foundation
11901 N. Eastern Avenue
Oklahoma City, OK 73131

or at such address as any party may, from time to time, furnish to the other party by a notice given in accordance with the provisions of this paragraph.

13. This Agreement is the complete and entire agreement and supersedes any and all other Agreements either oral or in writing between the undersigned parties. This Agreement shall be modified only by subsequent writing signed by the parties hereto.

This Agreement shall be governed by and construed in accordance with the laws 14. of the State of Oklahoma.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first written above.

Carri Abernathy Bell, Chairman

OKLAHOMA EDUCATIONAL TELEVISION AUTHORITY

Subscribed and sworn to before me this 15th day of Goil, 1992.

My Commission Expires: 3-/3-46

Dr. Edwin E. Vineyard, President

OKLAHOMA EDUCATIONAL TELEVISION AUTHORITY

FOUNDATION

Subscribed and sworn to before me this 15th day of Gover, 1992.

Subscribed and sworn to before me this 15th day of Govern 1992.

Subscribed and sworn to before me this 15th day of Govern 1992.

My Commission Expires: 3-/3-95



8-January-2019

Via Hand Delivery To:

Oklahoma Educational Television Authority Foundation, Inc. ("Foundation") Board of Trustees Cynthia Reid, Acting Chair Daphne Dowdy, Foundation President Mia Mascarin Oven Linda Gardner P. David Gillett

P.O. Box 13620 Oklahoma City, OK 73113

Re: Termination of Agreement executed 26-February-1992 between OETA and the Foundation ("Agreement").

OETA Foundation, Inc. Board of Trustees:

The Board of Directors of the Oklahoma Educational Television Authority ("OETA") held a Special Meeting on January 8, 2019 during which it passed Resolution OETA-1-08-2019, which authorized termination of the Agreement. Thus, this letter serves to provide sixty (60) days written notice of termination as required in Section 12 of the Agreement, effective 28-February-2019.

This termination concludes OETA's relationship with the Foundation. Although the relationship between the parties flourished for decades, it has become untenable in recent years. This impasse occurred despite OETA-led efforts in good faith over a multi-year period to reach a resolution which would allow each party to be successful in their distinct and clearly-delineated paths to enhance public television for all Oklahomans and to maintain OETA's honored distinction as America's most-watched Public Broadcasting Service (PBS) station.

Instead, the Foundation began a strategic public disinformation campaign aimed at undermining OETA in the hearts and minds of donors, citizens and public officials. Because the Foundation used donor and grant dollars to engage in duplicative and unauthorized activities, to attempt undue influence over the operations of a state agency, and to initiate a costly and frivolous lawsuit the Board of Directors of OETA was forced to take this action.

Additionally, be advised that, although Board action is not required, Resolution OETA-1-08-2019 ratified OETA's decision to evict the Foundation from the premises at 7403 N. Kelley Avenue, Oklahoma City, Oklahoma. This decision became necessary after the continued escalation of actions by the Foundation including but certainly not limited to changing locks and making alterations to OETA's offices, restricting access to OETA's state workforce, interfering

with the day to day operations of the state agency, and attempting to hack OETA's state computer network.

Therefore, the OETA Board of Directors has directed those actions necessary to protect the generous charitable contributions of OETA's donors and the investment of the taxpayers of Oklahoma. OETA will continue to work with the Oklahoma Legislature and with its federal regulatory agencies and associations to provide powerful public television for all Oklahomans.

Sincerely,

Garrett King, M. Ed.

Janete King

Chair, Board of Directors

CLAIMS FOR RELIEF

Count I: Declaratory Relief

- 28. OETA incorporates the allegations in paragraphs 1 through 27 above as if fully set forth herein.
- 29. OETA can designate a public non-profit to encourage contributions by private individuals, companies, foundations, corporations and others in the public and private sectors.
- 30. OETA has the right to designate and enter into an agreement with another public non-profit foundation for the purpose of encouraging contributions by private individuals, companies, foundations, corporations and others in the public and private sectors.
 - 31. OETA has the right to terminate the Agreement with the Foundation.
- 32. If OETA designates another public non-profit foundation as its charitable partner, OETA can request all the funds, property and assets Plaintiffs have received and invested to be transferred to OETA's designated public non-profit foundation, and Plaintiffs are required to immediately transfer all funds received and invested to OETA's designated public non-profit foundation.
- 33. Any and all funds received, managed and invested, including all funds in any endowment, are for the sole and exclusive use and benefit of OETA.
- 34. Plaintiffs owes a fiduciary duty to OETA as the trustee of funds of held for the sole benefit of OETA.
- 35. Funds, assets and property received, invested, and/or managed by Plaintiffs are held in constructive trust by Plaintiffs for the benefit of OETA.

- 36. OETA seeks declaratory judgment against Plaintiffs pursuant to 12 O.S. § 1651 et. seq. that an actual, justiciable controversy exists between the parties and a declaratory judgment setting forth their rights and obligations to the funds is necessary.
 - 37. Accordingly, OETA seeks a declaratory judgment as follows:
- A. A declaration from this Court that OETA can designate a public non-profit foundation to encourage contributions by private individuals, companies, foundations, corporations and others in the public and private sectors.
- B. A declaration from this Court that OETA has the right to designate and enter into an agreement with another public non-profit foundation for the purpose of encouraging contributions by private individuals, companies, foundations, corporations and others in the public and private sectors.
- C. A declaration from this Court that OETA has the right to terminate the Agreement with the Foundation.
- D. A declaration from this Court that if OETA designates another public non-profit foundation as its charitable partner, OETA can request all the funds, assets and property the Plaintiffs has received and invested to be transferred to OETA's designated public non-profit foundation, and Plaintiffs are required to immediately transfer all funds received and invested to OETA's designated public non-profit foundation.
- E. A declaration from this Court that any and all Funds received, managed and invested by Plaintiffs, including all funds in any endowment, are for the sole and exclusive use and benefit of OETA.
- F. A declaration from this Court that the Plaintiffs owes a fiduciary duty to OETA as the trustee of funds of held for the sole benefit of OETA.

G. A declaration from this Court that funds received, invested, and/or managed by Plaintiffs are held in constructive trust by the Plaintiffs for the benefit of OETA.

WHEREFORE, OETA seeks declaratory judgement as set forth herein, and that it may be awarded such other relief as this Court deems just and proper.

Count II: Accounting

- 38. OETA incorporates the allegations of paragraphs 1 through 37 of this Counterclaim as if fully set forth herein.
- 39. Senate Bill 454 mandates that OETA shall "make a full report annually on the activities of the nonprofit foundation to the Governor and Legislature" and 70 O.S. § 23-122 requires OETA to provide a report annually to the Oklahoma Legislature.
- 40. Plaintiffs have withheld important and necessary information, preventing OETA from fulfilling these statutory reporting obligations.
- 41. Accordingly, and because of the trust relationship between OETA and Plaintiffs, OETA is entitled to a complete and accurate accounting from Plaintiffs beginning January 1, 2013 to the present, of all funds and property held by the Plaintiffs to determine the amount received, invested and managed.

OETA reserves the right to amend this pleading to include any claims that are revealed by the accounting.

Prayer for Relief

WHEREFORE, Defendant OETA prays for judgment against Plaintiffs and for relief from the Court as follows: but not limited to:

- (i) Declaratory relief as set forth in this pleading;
- (ii) An accounting of all funds, assets and property held by the Foundation;

(iii) such further legal or equitable and proper relief to which OETA may be entitled.

Respectfully submitted,

Michael Burrage, OBA No. 1350
Patricia A. Sawyer, OBA No. 30712
J. Renley Dennis, OBA No. 33160
512 North Broadway, Ste 300.
Oklahoma City, OK 73102
Telephone (405) 516-7800
mburrage@whittenburragelaw.com
psawyer@whittenburragelaw.com
jdennis@whittenburragelaw.com

ATTORNEYS FOR DEFENDANT/THIRD-PARTY PLAINTIFF

JURY TRIAL DEMANDED

CERTIFICATE OF MAILING

This is to certify that on this 21st day of December, 2018, a true and correct copy of the above and foregoing was sent via certified mail to the following counsel of record:

Frederick J. Hegenbart, OBA No. 10846 Kent B. Rainey, OBA No. 14619 Adam S. Breipohl, OBA No., 32358 525 S. Main Street, Suite 700 Tulsa, OK 74103

Telephone: (918) 585-9211 Facsimile: (918) 583-5617 Email: <u>fredh@rfrlaw.com</u> <u>borainey@rfrlaw.com</u> <u>adamb@rfrlaw.com</u>

ATTORNEYS FOR PLAINTIFF, OKLAHOMA EDUCATIONAL TELEVISION AUTHORITY FOUNDATION

Michael Burrage

IN THE DISTRICT COURT O	FOKLAHOMA COUNTY
STATE OF OK	
OKLAHOMA EDUCATIONAL TELEVISION AUTHORITY FOUNDATION, INC.,	DEC 21 2018
	RICK WARREN COURT CLERK
Plaintiff,	
V.) Case No.: CJ-2018-6717
OKLAHOMA EDUCATIONAL TELEVISION AUTHORITY,))
Defendant/Third-Party Plaintiff,))
V_{τ}))
CYNTHIA REID, MIA MASCARIN OVEN, LINDA GARDNER, P. DAVID GILLETT, AND DAPHNE DOWDY,)))
Third-Party Defendants)

<u>DEFENDANT OETA'S COUNTERCLAIMS AGAINST PLAINTIFF FOUNDATION</u> <u>AND THIRD-PARTY PETITION AGAINST THIRD PARTY DEFENDANTS</u>

COMES NOW the Defendant, Oklahoma Educational Television Authority ("OETA") for its counterclaims against Plaintiff, Oklahoma Educational Television Authority Foundation, Inc. (the "Foundation") and claims against Third Party Defendants Cynthia Reid, Mia Mascarin Oven, Linda Gardner, P. David Gillett and Daphne Dowdy (collectively, the "Board") in her or his official capacity as a Board of Trustees or Officer of Oklahoma Education Television Authority Poundation, Inc., (collectively, "Plaintiffs"), alleges and states as follows:

JURISDICTION AND VENUE

1. OETA is an authority statutorily created by the Oklahoma Legislature which conducts business in the State of Oklahoma and is headquartered in Oklahoma County.



- 2. Plaintiff, Oklahoma Education Television Authority Foundation ("Foundation") is a non-profit corporation headquartered and operated in Oklahoma County, State of Oklahoma.
- 3. Upon information and belief, Third Party Defendant Cynthia Reid is a member of the Board of Trustees of the Foundation and a resident of the State of Oklahoma.
- 4. Upon information and belief, Third Party Defendant Mia Mascarin Oven is a member of the Board of Trustees of the Foundation and a resident of the State of Oklahoma.
- Upon information and belief, Third Party Defendant Linda Gardner is a member of the Board of Trustees of the Foundation and a resident of the State of Oklahoma.
- 6. Upon information and belief, Third Party Defendant P. David Gillett is a member of the Board of Trustees of the Foundation and a resident of the State of Oklahoma.
- 7. Upon information and belief, Third Party Defendant Daphne Dowdy is an Officer of the Foundation and a resident of the State of Oklahoma.
 - 8. Venue in this Court is proper pursuant to 12 O.S. §§134 and 1653.

FACTUAL BACKGROUND AND MATTERS COMMON TO EACH CAUSE OF ACTION

- 9. In May of 1953, the Oklahoma Legislature statutorily created OETA, a broadcast television authority, to provide educational television programming to the citizens of Oklahoma through a license with the Federal Communications Commission ("FCC").
- 10. In 1982, Senate Bill 454 was passed by the Oklahoma Legislature, stating in relevant part that the intent is that OETA:

seek ways to encourage contributions by private individuals, companies, foundations, corporations and others in the private and public sectors by cooperating with a public, nonprofit foundation. Such foundation would operate for the exclusive purpose of receiving, investing and expending privately donated nonstate appropriated funds for educational and electrosynary purposes related to the support, promotion, development and growth of educational and public

broadcasting in Oklahoma. [OETA] shall make a full report annually on the activities of the nonprofit foundation to the Governor and the Legislature.

- 11. 70 O.S. § 23-122 requires OETA to provide a report annually to the Oklahoma Legislature.
- 12. The Articles of Incorporation of the Foundation, filed February 3, 1983, state that the purpose of the Foundation is:

...to receive, invest and expend privately donated non-state appropriated funds for educational purposes related to the support, promotion, development and growth of educational and public broadcasting in Oklahoma. This corporation shall direct all of its efforts to the support of the Oklahoma Educational Television Authority, a state agency created by the Oklahoma Legislature, hereinafter referred to as OETA. In this regard, [the Foundation] shall create a fund to be used for any program, project or enterprise and undertaken in the interest of OETA, to fund, support and maintain the operating of such other projects and programs the corporation may from time to time deem advisable and to provide financial support to all personnel who may be required in the operation and administration thereof, and to foster and promote educational and cultural interests in the State of Oklahoma." (emphasis added).

- 13. Following the intent of the Oklahoma Legislature, OETA and Plaintiffs entered into an agreement on February 26, 1992, to facilitate cooperation to advance OETA's mission to support, promote, and continue the growth of educational broadcasting in Oklahoma ("Agreement").
- 14. The Agreement acknowledges the Foundation operates for the "exclusive purpose of receiving, investing and expending privately donated non-state appropriated funds for educational and eleemosynary purposes related to the support, promotion, development and growth of education and public broadcasting in Oklahoma."
- 15. Since 2006, OETA has leased office and studio space from Griffin Television OKC, LLC ("Griffin") located at 7403 North Kelley Avenue, Oklahoma City, Oklahoma, 73111 ("OETA Building").

- 16. Plaintiffs neither pays rent nor has a lease with either OETA or Griffin; rather it is a tenant-at-will occupying office space within the OETA Building.
- 17. Plaintiffs have since made lavish improvements to the office space occupied by Foundation.
- 18. In the fall of 2018, Foundation personnel began to deny access to OETA employees to communal areas previously accessible to OETA and Foundation employees throughout the OETA building. Multiple signs were hung in the building which read: "ONLY OETA FOUNDATION EMPLOYEES ALLOWED PAST THIS POINT" and "FOUNDATION STAFF ONLY."
- 19. Around December 27, 2017 an OETA employee was walking toward the only vending machine available in the building and was accosted by a Foundation employee intending to prevent access to the vending machine.
- 20. Around the end of 2017, an OETA employee was trying to gather information needed to complete a Corporation for Public Broadcasting ("CPB") report as the report deadline was nearing. The OETA employee walked to the Foundation, found the Foundation employee with the information and returned to his office to finalize the report. The following week the employee was approached by the Foundation president and another employee and told not to communicate with Foundation employees directly and all future communications should be routed through the Foundation president. During that conversation the Foundation president also relayed that the employee would no longer have access to certain portions of the building on the "Foundation's side" of the building.

- 21. On December 12 and 13, 2018, a team of locksmiths and contractors arrived at the OETA Building and began to work on locks and measure for the construction of doors, which if installed, would prevent OETA staff from access to certain locations.
- 22. Because the Foundation is the public non-profit designated to raise and manage funds, and not licensed to broadcast television programming, it has been the long-standing practice, and the Agreement makes clear, that OETA, as the FCC licensee, must approve all material prepared by the Foundation.
- 23. Plaintiffs, using funds received on behalf of OETA, produced content and began advertising the date it would be broadcast on OETA even though the program was not vetted for compliance with FCC rules or approved by the OETA Program Evaluation Group.
- 24. Plaintiffs have refused to provide funds which were approved in the annual budget to OETA.
- 25. In violation of CPB rules, the Plaintiffs co-mingled grant funds and forwarded one check to OETA, which, if accepted, could also have caused OETA to violate CPB rules.
- The Plaintiffs used funds received on behalf of OETA to produce program content, and because of the Foundation's lack of understanding of FCC rules, had to be pulled from because Plaintiffs refuse to share information necessary for OETA to determine compliance with all FCC rules.
- 27. The Plaintiffs unilaterally removed OETA's name from the Odyssey program guide and replaced it with OETA Foundation after years of the publication being under the control and direction of OETA. Plaintiffs also indicated it would only include a monthly message from the Executive Director, as has been the practice, only if space is available.

1	IN THE DISTRICT COURT OF OKLAHOMA COUNTY				
2	STATE OF OKLAHOMA				
3					
4	OKLAHOMA EDUCATIONAL TELEVISION				
5	AUTHORITY FOUNDATION, INC., Plaintiff,				
6	ETATHCTL!				
7	vs. No. CJ-2018-6717				
8	OKLAHOMA EDUCATIONAL TELEVISION AUTHORITY,				
9	Defendant/Third-Party Plaintiff,				
10	vs.				
11	CYNTHIA REID, MIA MASCARIN OVEN, LINDA GARDNER, P. DAVID GILLETT,				
12	AND DAPHNE DOWDY,				
13	Third-Party Defendants.				
14					
15	VIDEOTAPE DEPOSITION OF ROBERT ALLEN Taken on Behalf of the				
16	Defendant/Third-Party Plaintiff				
17	On February 8, 2019, beginning at 10:01 a.m. In Oklahoma City, Oklahoma				
18	APPEARANCES:				
19	Appearing on behalf of the PLAINTIFF AND THIRD-PARTY DEFENDANT OKLAHOMA EDUCATIONAL TELEVISION AUTHORITY				
20	FOUNDATION				
21	Frederick J. Hegenbart ROSENSTEIN, FIST & RINGOLD				
22	525 South Main Street, Suite 700 Tulsa, Oklahoma 74103				
23	918-585-9211 Fredh@rfrlaw.com				
24	Reported By: Becky C. Dame, CSR, RPR				
25	(Appearances cont'd on next page)				



1	APPEARANCES CONTINUED:					
2	Appearing on behalf of the DEFENDANT AND THIRD-PARTY PLAINTIFF OKLAHOMA EDUCATIONAL TELEVISION AUTHORITY					
3	Michael Burrage					
4	Michael Burrage Patricia A. Sawyer J. Renley Dennis					
5	WHITTEN BURRAGE 512 North Broadway, Suite 300					
6	Oklahoma City, Oklahoma 73102 405-516-7800					
7	Mburrage@whittenburragelaw.com					
8	psawyer@whittenburragelaw.com jdennis@whittenburragelaw.com					
9						
10	Also Present: Steve Allen Garrett King					
11	Videographer: Kaleb Pianalto					
12	Ardendrahuer: waren transfree					
13						
14						
15						
16						
17						
18						
19						
20						
21						
22						
23						
24						
25						

- THE WITNESS: I think it's a waste of 1 money, of good money -- of good donations, I should 2 3 say. BY MR. BURRAGE: 4 So do you believe that donors would have a 5 legitimate concern about the Foundation money being 6 spent on this lawsuit? I would think so. And they ought to have something to say about it since it's their money, shouldn't they? 10 MR. HEGENBART: Object to the form. 11 THE WITNESS: That's correct. 12 BY MR. BURRAGE: 13 Now, there's a donor list that the 14 Foundation and OETA has; is that correct? 15 That's correct. Records. 16 Prior to Ms. Dowdy, was OETA ever denied Q 17
 - 19 A No. Not at all.
- 20 Q So up until Ms. Dowdy, the OETA always had
- 21 and could use the donor list?

the use of that donor list?

- 22 A Yes.
- Q And do you know that that donor list has
- 24 been shut off from the Foundation -- I mean, from
- 25 OETA?

18

1 I don't know to what extent, but I understand that the donor list is primarily used for 2 mailing obviously the program guide and maybe some 3 news, information, from time to time. The list is also used for renewing the contribution, and that's 5 always been open and available to OETA, the Authority, for years. Would it be wrong, in your opinion, for 8 Q the Foundation to deny the OETA to look at the donor list, to have the donor, to use the donor list? 10 MR. HEGENBART: Object to the form. 11 THE WITNESS: Absolutely, I think it would 12 be wrong to deny OETA access to that list. The list 1.3 of donors is OETA. 14 I mean --BY MR. BURRAGE: 15 16 Q Yeah. Yeah. 17 Α So has there been --Q Yeah. 18 (Exhibit 7 marked for identification) 19 BY MR. BURRAGE: 20 Let me hand you what's been marked as 21 Exhibit 7. That's a Joint Resolution between OETA 22 and the Foundation; correct? 23 A Correct. 24 25 And does that resolution adopt the

1	list?			
2	MR. HEGENBART: Object to the form.			
3	Go ahead and answer.			
4	THE WITNESS: I think they would be			
5	outrageous that such an action would be not only			
6	inappropriate, but total illegal, I would think.			
7	BY MR. BURRAGE:			
8	Q Do you think it would be wrong for the			
9	Foundation to use a donor list to mail out			
10	information or misinformation about this lawsuit to			
11	the donors and deny OETA the right to have that list			
12	to mail out what their side of the story was?			
13	MR. HEGENBART: Object to the form.			
14	THE WITNESS: I received a copy of that			
15	letter that was sent out by Daphne Dowdy. I thought			
16	it was totally unprofessional and inappropriate,			
17	and, if anything, it's going to harm the			
18	contributions to OETA in the future.			
19	BY MR. BURRAGE:			
20	Q Yeah. Well, we'll talk about it in a			
21	little bit, but if you send something out if the			
22	Foundation is going to be sending something out, it			
23	should be truthful, shouldn't it?			
24	A It should be totally truthful.			
25	Q And if it's not truthful and it misinforms			

And if it continues, if she continues the 0 1 way she's acted in the past, will it lead it over the cliff? Object to the form. MR. HEGENBART: THE WITNESS: It sure does appear to me. 5 BY MR. BURRAGE: 6 Cause irreparable harm --Q Α Yes. -- to the Foundation and OETA? Exactly. Α 10 MR. HEGENBART: Same objection. 11 THE WITNESS: Exactly. 12 BY MR. BURRAGE: 13 So do you still think it's still headed 14 over the cliff today? 15 MR. HEGENBART: Object to the form. 16 THE WITNESS: Yes, I do. And I pray 17 something can be done. Something can be done to 18 alleviate that threat. 19 BY MR. BURRAGE: 20 Have you ever seen anything like it in Q 21 your 45 years? 22 Nothing like this. 23 Let's go back to the --All right. Okay. 24 there's your resignation, and let's go to the top, 25

- prerogative of OETA, the Authority, the State agency, for years, and I think he had had enough.
- 3 Q Enough of Ms. Dowdy?
- 4 A Yes. Of her actions.
- 5 Q So three resignations there?
- 6 A Three months in a row.
- 7 Q And do you attribute the primary cause of
- 8 those resignations to Ms. Dowdy's actions?
- 9 A Yes.
- MR. HEGENBART: Object to the form.
- 11 THE WITNESS: Yes, I do. Directly to
- 12 Ms. Dowdy.
- 13 (Exhibit 11 marked for identification)
- 14 BY MR. BURRAGE:
- 15 Q Let me hand you what's been marked as
- 16 Exhibit 11. Is that something you prepared?
- 17 A Yes. This is an e-mail that I sent in
- 18 follow up to Jim Utterback's resignation.
- 19 Q Okay.
- A And he used the term "disrespectful," and
- 21 I said to Jim Utterback, "Disrespectful is the
- 22 operative word."
- Q What do you mean by that? Who was
- 24 disrespectful?
- 25 A That's been a trait of Ms. Dowdy's for the

1	drama?		
2	MR. HEGENBART: Object to the form.		
3	THE WITNESS: It was that behavior that		
4	began staff difficulties going back about three to		
5	four years. Keep in mind that the atmosphere at		
6	OETA was severely affected by the State budget		
7	reductions, created morale problems, and it created		
8	an opportunity I think for Daphne to start taking		
9	over things.		
10	BY MR. BURRAGE:		
11	Q Okay. So I'm using your words.		
12	Disrespectful, manipulation, deception, rudeness,		
13	and drama, if that's allowed to continue at the		
14	Foundation, will it be destructive to the		
15	Foundation?		
16	A It will lead to		
17	MR. HEGENBART: Object to the form.		
18	THE WITNESS: It will lead us over the		
19	cliff.		
20	BY MR. BURRAGE:		
21	Q And will it lead OETA over the cliff?		
22	MR. HEGENBART: Same objection.		
23	THE WITNESS: It will severely damage OETA		
24	for years to come.		
25	BY MR. BURRAGE:		

- 1 Q Okay. Damage the reputation?
- 2 A Damage the reputation, the operation. It
- 3 could even affect the State appropriations, which is
- 4 so vital to OETA.
- 5 Q And if allowed to continue, do you think
- 6 it could be irreparable?
- 7 MR. HEGENBART: Object to form.
- 8 THE WITNESS: Yes, I think it could be
- 9 irreparable.
- 10 BY MR. BURRAGE:
- 11 O To both the Foundation and OETA?
- 12 A Correct.
- MR. BURRAGE: We've been going about an
- 14 hour. Let's take a little break.
- 15 THE WITNESS: You want to --
- MR. BURRAGE: We'll take a break, yeah.
- 17 THE WITNESS: Okay. I think I'm good
- 18 right now. I might change my mind in about five
- 19 minutes.
- MR. BURRAGE: All right. Well, that's
- 21 fine.
- 22 BY MR. BURRAGE:
- 23 Q Now, the building in Oklahoma City,
- 24 there's -- the OETA has a lease on that; correct?
- 25 A Yes. The OETA, the Authority, has a lease

1,	In essence, that \$10 million yielded	
2	another 10 over the years. It paid for the entire	
3	conversion of analog to digital broadcasting for	
4	OETA and was a blessing to us. That 1 1/2 million	
5	dollar investment would yield 23 1/2 seven years	
6	later.	
7	Q Well, the 23 1/2 million dollars, how was	
8	that broken down, as far as what paid for what or	
9	what how was that value broken down?	
10	A Oh, I thought I was clear on that, but, of	
11	the 23 1/2, 3 1/2 reimbursed the programming	
12	endowment that already existed at the Foundation,	
13	and that was for its original investment, plus the	
14	operating subsidies it provided, and that left	
15	\$20 million. \$10 million of that was put into a	
16	permanent facilities endowment.	
17	Q Well, I guess my question is: Who owned	
18	the station? Who owned Channel 43 when it was sold?	
19	MR. HEGENBART: Object to the form.	
20	You can go ahead and answer.	
21	THE WITNESS: OETA itself owned the	
22	channel assignment and master control and the	
23	transmission system.	
24	BY MR. BURRAGE:	
35	Q Okay. Now so the funds that the	

So prior to Ms. Dowdy, had the Foundation 1 Q. ever used the power of withholding funds to try to 3 get its way? 4 Α No. No. 5 0 That never happened, did it? Α Never happened. 0 Okay. But it's happened with her? Α It's happened with her, yes. 9 And they have -- the Foundation has sued 10 OETA? 11 That's what I understand. Α There it Yes. 12 is. 13 Do you think that the funds of the Foundation should be put in the hands of a third 14 party until this litigation is resolved? 15 16 MR. HEGENBART: Object to the form. 17 THE WITNESS: I would say that would be a safeguard of any further abuse of the prerogatives 18 of the Foundation to spend money on anything that 19 the Foundation president or the Board want to do 20 without Authority authorization. 21 22 BY MR. BURRAGE: And do you think harm could come to OETA 23 24 if they're not properly funded? 25 MR. HEGENBART: Object to the form.

Professional Reporters

www.proteporters.com

- 1 THE WITNESS: They've already been harmed. 2 Staff turnover has been involved, staff morale. The
- 3 staff relationships have gotten so bad in the last
- 4 couple years where they're shouting at each other in
- 5 the hallways. Like the Hatfields and McCoys,
- 6 they've got their both camps in the building, and
- 7 it's just incredibly bad.
- 8 BY MR. BURRAGE:
- 9 Q What do you attribute that to?
- 10 A Well, again, attitudes and high-handedness
- 11 by Daphne Dowdy has created the isolation of the two
- 12 camps and her lack of desire to improve
- 13 relationships between the two staffs, it's just
- 14 gotten worse and worse.
- 15 Q And if something is not done to where OETA
- 16 can operate and get the money it needs to operate,
- 17 OETA will continue to deteriorate?
- 18 A That's correct.
- 19 Q And so let's talk about the building. We
- 20 started on that a while ago.
- 21 A Yeah.
- Q Has OETA been locked out of parts of the
- 23 building?
- A I personally have not witnessed that, but
- 25 it's my understanding.

23

24

25

question.

The Foundation funding of new unauthorized initiatives is redirecting and reducing funding for certain current OETA departments and personnel which 3 are in dire need of support. 5 Q Let me stop you there. This piecemeal 6 earmarking by the Foundation president, Ms. Dowdy, 7 had that ever occurred before? 8 Α No. So she brought a first to the table on 9 10 that; is that right? Oh, yeah. And I was shocked at that 11 Α 12 approach. Did it -- did she almost have the attitude 13 that this was her money and she could decide how it 14 15 was spent? Α That was kind of the attitude that she 17 had. 18 Okay. Was it ever intended by the 19 legislation or the by-laws or the Articles of 20 Incorporation, or any document, that a Foundation 21 president could dictate what goes on at OETA? 22 Α No.

Professional Reporters

Object to the form of the

Never has that been the

—800.376.1006 www.proreporters.com

MR. HEGENBART:

THE WITNESS: No.

- 1 case until then. And nowhere in their by-laws -- in
- 2 the Foundation by-laws, the Articles of
- 3 Incorporation, or any other legal document
- 4 authorized by the State or authorized by OETA is
- 5 there any provision in there that the Foundation
- 6 shall have the authority to hold the OETA
- 7 accountable for the funds.
- OETA is accountable in so many other
- 9 different ways, but it doesn't give the Foundation
- 10 the authorization to hold the Authority accountable
- 11 for those monies, and nowhere does it say that.
- 12 BY MR. BURRAGE:
- Q And was it always the intent that OETA was
- 14 to have control of its funds held by the Foundation?
- 15 A Of course.
- MR. HEGENBART: Object to the form.
- 17 THE WITNESS: Absolutely. Absolutely.
- 18 BY MR. BURRAGE:
- 19 Q And until Ms. Dowdy came along, is that
- 20 how it operated?
- 21 A Yes. And it operated in concert with
- 22 OETA. The Foundation was operating in concert with
- 23 OFTA, and the collaboration between the two was very
- 24 close. There was never any question that the
- 25 Foundation would withhold money or dictate to the

From: Itm Utterback

Sent: Tuesday, August 14, 2018 5:14 PM

To: ROBERT ALLEN

Subject: Re: Official Communication

The Foundation did not cooperate on turning over Odyssey and produced another Mosaic without involving OETA. I just thought those things were disrespectful.

Jìm

Sent from my iPhone

On Aug 14, 2018, at 4:38 PM, ROBERT ALLEN

What brought it to a head?

Sent from my iPhone

On Aug 14, 2018, at 4:33 PM, Jim Utterback

I followed your lead and resigned. Although, I only had about 14 years of service to OETAI

Jim

Fri 7/27/2018, 12:23 PM James Utterback; ROBERT ALLEN; My Resignation

Dear Jim...

Thank you for conducting an excellent Foundation board meeting yesterday. You led us through all the aspects of our Board's relationship with the Authority and positive steps were taken to improve this relationship.

I truly believe your proposed executive coach and consultant idea will greatly benefit our CEO's and their staffs during this very emotional time. Currently, the feud between the staffs of both organizations is like the "Hatfield's and McCoy's."

EXHIBIT / O It appears that my well has been poisoned by Daphne with her staff. My motion to reaffirm our commitment to fully fund OETA's budget request, as a positive message to send to OETA's board, may have been interpreted as my siding with the Authority board and betraying the Foundation.

After you adjourned our four-hour meeting, I got up from the board table and was accosted by one of Daphne's senior employees. Louise Lee was crying and accused me of reaching out and supporting state employees while not reaching out to support Foundation employees. She said something to the effect, "We've been loyal to you all these years, and you aren't being loyal to us."

Well, I felt insulted, and taken aback to say the least. When I arrived home, I looked at a Foundation board roster and discovered that my term on our board had expired June 30, 2018. After having served and supported the Foundation as a charter member for more than 35 years, and given my age and health, I decided it was time to resign, and not stand for re-election, before Daphne leads our Foundation over the cliff.

I will miss serving with you and our other fine board members. I will always love and respect OETA, our Foundation and our talented employees. I pray that both boards will reconcile their differences and can go arm-in-arm together for a greater OETA. Again, thank you, for your very skillful leadership.

All the best! Bob

To

From: Barry College to 0:20:22 PM CDT

Date: June 26, 2018 at 9:29:33 PM CDT

Subject: Resignation

Guess I am too soft! While I love and admire the staff and pray for the best for them, it is obvious that our conversation today with Daphne did not mean anything to her. She believes only she understands how this should be handled. Obvious to me that my "too soft" input has little value to the current leadership so I will not waste any more of her time.

Hope her way works because a lot of great employees' jobs hang in the balance. It has been my privilege to work with you, Cynthia and all of the other Board members. Will miss seeing all of you!

Regretfully, my resignation is effective immediately.

Barry

Resignations from OETA Foundation Board of Trustees

Dr. Jim Cook, former Chairman

Mr. Barry Beauchamp, Former Chairman and Secretary-Treasurer

Mr. Robert Allen. Former Secretary-Treasurer

Dr. Jim Utterback, Former Chairman

These resignations have occurred while Ms. Daphne Dowdy has served as President of the OETA Foundation the last four years due to her impertinence and disingenuous leadership.

Wed 8/15/2018, 6:38 PM

To: Jim Utterback

"Disrespectful" is the operative word.

As Chair, you have been working very hard to mend fences and show respect to the OETA Board of Directors on behalf of the Foundation. However, behind your back, the Foundation President or one of her minions, has been undermining your every move. Odyssey and Mosaic are just the two most recent examples. Her disrespect of and lack of cooperation with OETA management and state personnel have been going on for more than three years.

Her personal agenda is hell-bent on having her way in every workplace relationship, and through manipulation, deception, rudeness, and drama, is leading her staff down the same path of seeking to tear down and destroy relationships with others. I pray this abusive behavior will stop.

Your service on the OETA and Foundation Boards has been most commendable. Your 14 years of leadership witnessed the most difficult and devastating state budget cuts in OETA's history. You have always served on our Board with wisdom, dignity and professionalism. Your leadership and service were the last great hope the Foundation had in finding a mutually beneficial relationship with OETA. Your service and spirit will be greatly missed. Thank you!

Your friend, Bob



George Taylor

From:

Mark Norman

Sent:

Friday, September 1, 2017 9:39 AM

To:

George Taylor

Subject:

Fwd: Misinformation

Attachments:

image001.jpg; image002.png

George, here is the note Ms. Dowdy sent me about questions ask by the auditors. The changes the Foundation made to their articles of incorporation and by-laws are what they are. The legal staff of the AG office and CPB staff will have to determine how their changes will impact the relationship between the Authority and the Foundation. The current CSG agreement we have signed for years cannot be signed as it is written in the future.

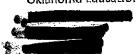
I am not sure if CPB will require the Authority Board Chairman to be on the Foundation Board and the Foundation Board Members to be approved by the Authority Board but that is the way the document reads now. If this is the case then the CSG can no longer be assigned to the Foundation to manage. I am not sure if this matters to the Foundation but the agreement is what it is unless it can be changed.

As to any other changes to the Foundation document to include amendments will have to be interrupted by the legal staff and the auditors.

I cannot think the Foundation would have any other purpose other than to raise funds to support OETA. The fact they felt changing their Articles of Incorporation and By-Laws is unknown by me. The Foundation will have to answer questions that arise.

I have not given a copy of the Foundation Documents to the auditors but I have responded to their questions. I do not know if they have seen a copy of the documents but they were aware that changes have been made based on the questions they ask me. I am not sure if they have ask you question about the documents? The fact they ask Cindy to notarize Dr. Utterback signature I assume means the documents have been filed with the Secretary of State. Anyway since changes have been made the auditors will need to know.

Mark Norman Interim Executive Director Oklahoma Educational Television Authority



Begin forwarded message:

From: Daphne Dowdy

Date: August 31, 2017 at 3:48:43 PM CDT

To: Mark Norman Cc: 'Garrett King'

Subject: Misinformation

Mark,

in the future, when you are speaking to anyone about OETA Foundation, most certainly our auditors, please refrain from fabricating facts out of thin air.

, James Utterback

EXHIBIT

Please note that OETA Foundation's objects and purposes, as outlined in Article II in our By-Laws and Article V in the Articles of Incorporation, remain the same as always. We exist to support OETA. We have not updated our Articles and/or By-laws to allow the Foundation raise money for any other service.

My patience with troubleshooting issues like this has run its course.

X Executive
Daphne Dowdy
President & CEO
OETA Foundation
& Producers Club Member
Direct 405.
Main 40
Website Facebook Twitter Instagram
Marie Control of the

THERE IS NO SINGLE TRUTH IN WAR...
KEN BURNS' THE VIETNAM WAR PREMIERES

KEN BURNS' THE VIETNAM WAR PREMIERES
SUNDAY, SEPT. 17 AT 7PM ON OETA
Watch an extended preview of "The Vietnam War"

MINUTES OF THE MEETING OF THE OKLAHOMA EDUCATIONAL TELEVISION AUTHORITY BOARD OF DIRECTORS

February 24, 1998 1:00 P.M.

PRESENT	ABSENT	ALTERNATES
Ms. Sandy Garrett Ms. Sue Healey Dr. Carolyn McLarty Dr. Larry Nutter Ms. Terri Taflinger Dr. Edwin Vineyard	Dr. David L. Boren Dr. Hans Brisch Dr. Don Davis Ms. Elaine Dodd Dr. James R. Halligan Mr. Clifton Taulbert Mr. Gene Wallace	Mr. Steve Duer Mr. Phil Moss
		<u>GUESTS</u>
		Ms. Paula Walker Mr. Mac Wall Ms. Judy Whetstone
Mr. Robert Allen		

The meeting was called to order by the Chairman, Dr. Edwin Vineyard, at 1:00 p.m. in the OETA Board Room, 7403 N. Kelley Avenue, Oklahoma City, Oklahoma. Dr. Vineyard welcomed the alternates and guests attending the meeting.

In the absence of a quorum, Dr. Vineyard advised that the Board would proceed with the business of the Authority as usual with motions and seconds being made on the items requiring approval, with voting to be done at the next regular meeting.

The first item submitted for approval was the Minutes of the Board meeting of January 7, 1998. A motion was made by Ms. Taflinger and seconded by Dr. Nutter to approve the Minutes as printed in the agenda.

The next item submitted for approval was the Financial Report. Mr. Allen reported that the Authority is operating well within the budget. \$556,000 of the state appropriation has been set aside to lease satellite space and time for transmitting OETA's signal statewide by satellite. These funds are being carried over to be used when capital funds are appropriated to install



downlinks at the network sites, which is a priority item in the current capital budget request. Expenditures through January 31, 1998 total \$1,719,400, leaving a balance of \$2,259,965. In the capital outlay budget, \$91,707 remains to complete tower repairs at Sharps Mountain. The new tower has been constructed, microwave dishes have been installed, and as soon as the electrical company hooks up the power to the building, OETA will be back on the air in that area. Mr. Allen reported that the OETA Foundation budget expenditures and obligations through December 31, 1997 total \$2,377,306, for a remaining balance of \$1,118,294. Market value of the endowment account is \$7,514.868, with Operating Funds in the amount of \$1,573,884. Following discussion, a motion was made by Dr. Nutter to receive the Financial Report, with a second by Dr. McLarty.

The next item submitted for approval was the Personnel Report. Mr. Allen recommended accepting the resignations of Julia Jack, administrative secretary, and Ken Demers, maintenance engineer in Oklahoma City; and the hiring of Janice Boyle, as administrative secretary, in the Engineering Department of Oklahoma City, all at the salaries and dates included in the report. A motion was made to approve the Personnel Report by Ms. Healey, with a second by Dr. McLarty.

The next item submitted for approval was an application for a grant in the total amount of \$905,666 from the NTIA/Public Telecommunications Facilities Program, in the Department of Commerce, Washington, D.C. The federal funds in the amount of \$452,833 would be matched by the OETA Foundation with \$452,833 for the satellite downlinks at each OETA transmitting site and an encoder for the current satellite uplink. In the event the Legislature appropriates funds for the downlinks, the matching funds would be changed to the state. Mr. Mac Wall, Associate Executive Director, explained the grant application process and the need to replace the antiquated microwave system with satellite delivery of the network's signal. After discussion, a motion was made by Dr. Nutter to approve the grant application, with a second by Ms. Garrett.

The next item which was submitted for information was a draft summary and explanation of the progress being made on the sale of KTLC/Channel 43, The Literacy Channel, to be used in discussions with various state entities and interested parties. Mr. Allen explained that the proposed use of the \$23.5 million proceeds would be divided with \$5.6 million being set aside for the Authority to use as a match for funds being requested from the state in a capital bond issue for the \$11.2 million initial costs of OETA's statewide transition to digital television, a reimbursement of \$1.5 million plus interest to the OETA Foundation for its original investment in Channel 43, and the remaining proceeds would be used to establish within the Foundation a restricted Facilities Endowment with earnings to be used to help fund OETA's future needs, including capital, maintenance and operating needs of OETA's new statewide digital network.

The next informational item was a statement by David Brugger, President, of America's Public Television Stations (APTS), on the national funding request by President Clinton for a \$450 million investment, over five years, in public broadcasting's transition from analog to digital technology. These funds will not cover the total costs of conversion to meet the federal mandates, and local stations will have to provide other funding from other sources.

The next item submitted for information was an article from the MSNBC web site discussing public broadcasting's plans to convert to digital technology, which are being used as an example for commercial stations to follow. Included in this report is the announcement that PBS, in a promotion with digital equipment maker Harris Corp., will send a mobile exhibit called the DTV Express across the country to demonstrate digital technology and educate selected groups on it. Earlier, OETA made application and has been accepted as one of the PBS sites to host the exhibit. There will be two digital mobile units at OETA from February 1 to February 5, 1999 which will allow Board members and other invited guests to see actual demonstrations of digital and high definition television.

Mr. Allen explained the time table established for converting to digital television with public broadcasting being required to transmit a digital signal simultaneously with an analog signal by the year 2003. Tower studies are being conducted on the capability of current jointly used towers in Tulsa and Oklahoma City to support additional antenna and transmission lines and the digital equipment. Towers in Eufaula and Cheyenne are owned by OETA and studies will be conducted there as well. Also, as a part of the sale of Channel 43, OETA will retain the right to construct a tower at that site in Oklahoma City, if needed.

The final informational item was a news story from the FCC outlining service rules providing for rapid conversion of over-the-air broadcasting to digital television, including construction schedules, analog and DTV channel simulcasting, and the return of analog channels to the government by the year 2006. The report reaffirms the conversion schedule for commercial stations by May 1, 2002, and all non-commercial stations by May 1, 2003.

There being no further business, a motion was made and seconded to adjourn. The motion passed unanimously.

Dr. Edwin Vineyard, Chairman

Ms. Sue Healey, Secretary/Treasurer

NOTE: This meeting was held in accordance with the Open Meetings Law. OETA properly notified the Secretary of State and the media 48 hours in advance of the meeting and posted the agenda at the site of the meeting and various locations within the OETA Building.

Original Message
From: Steven Taylor
Sent: Tuesday, January 08, 2019 6:11 PM
To: Polly Anderson
Cc: Bill Perry Toni Matthews
Subject: The Puterbaugh Foundation

We want to again make very clear that our December 2018 contribution was to support the statewide Oklahoma News Report and can not be used for any other purpose.

I read today that OETA and the Foundation have split. We want our money to be directed to the specified OETA programming only and not enmeshed in this unfortunate battle.

Please reassure me that our money is being safely held and will be used for the donor intent only.

Steven Taylor Chairman The Puterbaugh Foundation

Steven W. Taylor Chief Justice Supreme Court of Oklahoma (Ret.)

Formstack Submission For: Contact Form

Submitted at 01/16/19 3:29 PM

Address:
Tulsa, OK 74132

Primary Phone:

Email:

Please Solect Other Topic:

What is status of OETA Foundation? I'm still donating to OETA using the OETA Foundation. I don't want my money to go toward anything else but supporting PBS/OETA programming etc.

Copyright © 2019 Formstack, LLC. All rights reserved. This is a customer service email.

Formstack, 8604 Allisonville Road, Suite 300, Indianapolis, IN 46250

EXHIBIT ...

OKLAHOMA EDUCATIONAL TELEVISION AUTHORITY & FOUNDATION

Joint Resolution on List Practices and Privacy In Compliance with Directives of the Corporation for Public Broadcasting

August 24, 1999

WHEREAS, that the Oklahoma Educational Television Authority (OETA) recognizes the privileged nature of personnel information obtained from viewers who become members of the OETA Foundation (OETAF); and

WHEREAS, those data will be maintained in the most secure and appropriate manner to assure no use is made beyond that related to the membership transaction between the donor and the OETA Foundation; and

WHEREAS, OETA has received official notice from the Corporation for Public Broadcasting (CPB) about specific changes to the CPB certification requirements for licensees. And, OETA has received similar notice from the Public Broadcasting Service (PBS); and

WHEREAS, OETA and OETAF do herewith affirm the requirements as set forth by CPB for qualification for grants funds;

NOW, THEREFORE, BE IT RESOLVED, that OETA and OETAF confirm that its policy shall be that as defined by CPB and does, hereby, adopt this resolution on this the 24th day of August, 1999.



MINUTES OKLAHOMA EDUCATIONAL TELEVISION AUTHORITY August 24, 1999

PRESENT	ABSENT	GUESTS
Dr. Hans Brisch Dr. Don Davis Ms. Sue Healey Ms. Ginger Heriton Dr. Carolyn McLarty Mr. Mac Maguire Dr. Edwin Vineyard	Dr. David Boren Ms. Sandy Garrett Dr. James Halligan Dr. Larry Nutter Mr. Clifton Taulbert Mr. Gene Wallace	Mr. Steve Duer, OSU Ms. Paula Walker, DOE Mr. Travis Monroe Ms. Judy Whetstone

Mr. Malcolm Wall

The Oklahoma Educational Television Authority met in regular session at 1:35 p.m. on Tuesday, August 24, 1999 in the Conference Room, OETA Network Headquarters, in Oklahoma City, Oklahoma. A Notice of Meeting had been filled with the Secretary of State on August 12, 1999; and a copy of the Agenda posted by 1:30 p.m. on August 23, 1999 in accordance with the provisions of the Open Meeting Act.

The meeting was called to order by the Chairman, Dr. Edwin Vineyard. He welcomed the Authority members, including a new member; Mr. Malcolm "Mac" Maguire and guests. Accepted quorum was established.

A Police of the Carte Carrette Canada El Era (

ITEMS FOR ACTION

The first item submitted for approval was the Minutes of the June 22, 1999 Authority meeting. A motion was made to approve by Dr. Don Davis, with a second by Mr. Mac Maguire. Those voting "Aye" were Dr. McLarty, Ms. Henton, Mr. Maguire, Dr. Davis, Dr. Brisch, Ms. Healey, and Dr. Vineyard. There were no negative votes and no abstentions.

Financial Reports for Period Ending July 31, 1999

Mr. Wall submitted the Financial Report. Total budget work program for FY 2000 is funded at \$4,784,463. Expenditures through July 31, 1999 total \$242,309, leaving a balance of \$4,503,475. Encumbrances for one month of FY 2000 total \$38,679. Mr. Wall covered the fact that OETA's budget is funded by the Office of State Finance at the rate of 1/42 each and a month. In addition, cash management in the first quarter is critical for expenses including a single sum payment to Risk Management for property insurance. Mac explained several



budgeted expenses by Object Code to clarify allocation and classification of costs. Encumbered costs include \$14,730 for half the expense for emergency repair of the joint antenna, which are traditionally shared with KWTV on a 50-50 basis.

A motion was made by Dr. Hans Brisch, with a second by Ms. Sue Healey to receive the Financial Report. Those voting "Aye" were Dr. McLarty, Ms. Henton, Mr. Maguire, Dr. Davis, Dr. Brisch, Ms. Healey and Dr. Vineyard. There were no negative votes and no absentions.

Personnel Actions

Mr. Wall announced the following personnel actions:

New Hires:

Ms. Linda Redding, as Receptionist/Secretary, Oklahoma City Mr. Robert Land, Transmitter Operator (part time), Cheyenne Mr. Travis Monroe, Deputy Director, Administration & Finance, Oklahoma City

Promotions:

Ms. Toni Matthews, from Accountant to Business Manager, Oklahoma City

Resignations:

Mr. Jon Robinson, Transmiffer Operator, Cheyenne Communication of the Assistant State of th

A motion was made to approve the Personnel Report by Dr. Don Davis, with a second by Dr. Don Davis, with a second by Dr. Don Davis, with a second by Dr. McLarty. Those voting "Aye" were Dr. McLarty, Ms. Henton, Mr. Maguire; Dr. Davis, Dr. Control Brisch, Ms. Healey and Dr. Vineyard. There were no negative votes and no abstentions.

gagger (1000) of the first of the grant contracts granting to protections of the entire time.

FY 2001 Proposed Budget Request (Summary)

Mr. Wall presented the proposed Budget Request Summary for FY 2001 to be submitted to the Office of State Finance not later than October 1. This summary request is the basis for the complete budget request which will be put in final form prior to being submitted. At the October Authority meeting, approval will be requested of the final request. He emphasized that changes may be made at that time, if necessary.

The FY 2001 request will be modest since emphasis must continue to be placed on completing funding for Phase I of the DTV request. New funding is being requested for \$193,000 and 8 FTE's for OKLAHOMA ARTS ALIVE and \$164,000 and 2 FTE's for a new Office of the interval Educational Technology at OETA. The OKLAHOMA ARTS ALIVE funding will be matched 50-50 by the OETA Foundation through underwriting

corporations and foundations. The Office of Educational Technology will work with the Department of Education and others to create and develop the DTV services for education, instructional and life-long learning.

Also in the request are funds for a pilot project with PBS for professional development services, MATHLINE and SCIENCELINE, which are on-line, in-service activities for elementary science and middle school math teachers.

Dr. Vineyard complimented Mr. Wall on recognizing the priority that must be placed on funding requests for DTV transition, with continued cooperation on other projects in the technology and arts areas with other state agencies as budget and staff allow.

Included in the FY 2001 budget request will be funding for the lease of tower space at the American Tower Corporation (ATC) site in north Oklahoma City where the OETA DTV antenna for Channel 32 will be located.

The OETA Foundation, in cooperation with KWTV, executed an option for space on the ATC tower for DTV installations. It is estimated KWTV will mount its DTV antenna in FY 2001. This installation will require that OETA install its antenna simultaneously as the two antennas are conjoined. This installation will trigger the site lease, even though OETA Channel 32 will not be operational. The lease rate will be \$7,400/month, and funding will be included in this budget request.

With the end of the DTV transition period (which may be as late as 2012-2015), and if the KWTV tower is strengthened, both KWTV and OETA may elect to return to the KWTV tower site with their respective DTV facilities thus vacating the ATC tower site respective DTV facilities thus vacating the ATC tower site respective DTV facilities thus vacating the ATC tower site respective mounts.

The total FY 2001 budget request will be for a base appropriation of \$3.391 million, plus revolving funds of \$1.7 for a total request of \$5/13 million, Fig. 22 as asset as \$1.7 for a total request of \$5/13 million, Fig. 22 as asset as \$1.7 for a total request of \$5/13 million, Fig. 22 as asset as \$1.7 for a total request of \$5/13 million, Fig. 22 as asset as \$1.7 for a total request of \$5/13 million, Fig. 22 as asset as \$1.7 for a total request of \$5/13 million, Fig. 22 as as as a second of \$1.7 for a total request of \$5/13 million, Fig. 22 as a second of \$1.7 for a total request of \$5/13 million, Fig. 22 as a second of \$1.7 for a total request of \$5/13 million, Fig. 22 as a second of \$1.7 for a total request of \$5/13 million, Fig. 22 as a second of \$1.7 for a total request o

A motion was made by Mr. Mac Maguire, with a second by Ms. Henton to approve the proposed FY 2001 Budget Request. Those voting "Aye" were Dr. McLarty, Ms. Henton, Mr. Maguire, Dr. Davis, Dr. Brisch, Ms. Healey and Dr. Vineyard. There were no negative votes and no abstentions.

Direct Mail List Practices & Privacy Resolution

Mr. Wall presented background information on the recent mandate from the Corporation for Public Broadcasting prohibiting the sharing or selling of membership or donor lists by public broadcasting stations. The requirement states that licensees must certify they meet these conditions before receiving a FY 2000 Community Service Grant, beginning October 1, 1999. Even though the OETA Foundation administers the membership department, OETA, as the licensee, must comply with the requirements of this mandate.

In response to this requirement, Mr. Wall presented a draft Joint Resolution on List Practices and Privacy which formalizes a policy to assure the privacy of membership lists as a condition of qualifying for CPB grant funds.

In addition, a Statement of Policy and Administrative Practice outlining procedures to be followed to maintain the membership database through a highly secure protocol.

A motion was made to approve the Resolution and the Statement of Policy by Dr. Davis, with a second by Dr. Brisch. Those voting "Aye" were Dr. McLarty, Ms. Henton, Mr. Maguire, Dr. Davis, Dr. Brisch, Ms. Healey and Dr. Vineyard. There were no negative votes and no abstentions.

The Resolution and the Statement of Policy and Administrative Practice will be sent to the OETA Foundation to be presented to its Board of Trustees for approval.

Five Year Agency Strategic Plan

Mr. Wall explained the requirement under recently enacted House Bill 1622 for state agencies to create and submit to the Office of State Finance a Five-Year Strategic Plan effective October 1, 2001. The act centers on agency mission and goals, performance measures, customer services, resource analysis to meet goals, future resource needs and summary of long-range capital equipment needs.

To assist in preparing this plan, Mr. Wall requested approval of the Authority members to request the OETA Foundation for a modest amount of expense funds for an independent study of OETA to provide data to assist in preparing the Five-Year plan. This study should include evaluations and comparisons with other state networks including DTV planning.

After discussion, a motion was made by Dr. Davis with a second by Dr. MoLarty to request up to \$15,000 from the OETA Foundation for an independent research study for the Eive-Year Strategic Plan. Those voting "Aye" were Dr. McLarty, Ms. Henton, Mr. Maguire, Dr. Davis, Dr. Brisch, Ms. Healey and Dr. Vineyard. There were no negative votes and no abstentions.

1999 NTIA/PTFP Revised Application

Mr. Wall presented a revised grant application to the NTIA/PTFP for a total amount of \$614,825 (\$307,412 from the NTIA, \$307,413 matching funds from the OETA Foundation) in support of digital facilities at the Tulsa studio. The requested amount has been reduced 15% by the NTIA.

A motion was made to approve the revised grant application by Dr. McLarty, with a second by Ms. Henton. Those voting "Aye" were Dr. McLarty, Ms. Henton, Mr. Maguire, Dr. Davis, Dr. Brisch, Ms. Healey and Dr. Vineyard. There were no negative votes and no abstentions.

1999 - 2000 Authority Meeting Schedule

Mr. Wall presented a meeting schedule for the Authority members for the balance of 1999, plus the year 2000. He suggested rescheduling the October 26, 1999 to October 19, 1999 to accommodate attendance of the new Chairman at the 1999 PBS Annual Meeting which will be in session on October 26, 1999.

With the understanding that the Authority members would check their calendars for their availability on October 19, Dr. Davis made a motion to approve the meeting schedule, with a second by Ms. Henton. Those voting "Aye" were Dr. McLarty, Ms. Henton, Mr. Maguire, Dr. Davis, Dr. Brisch, Ms. Healey and Dr. Vineyard. There were no negative votes and no abstentions.

Election of Officers

Dr. Vineyard asked Dr. Brisch to present a proposed slate of officers offered for the Authority member's consideration for FY 2000. They were:

For Chairman

Dr. Don Davis

For Vice Chairman

Ms. Sue Healey

For Secretary/Treasurer

Dr. Carolyn McLarty

Dr. Brisch made a motion to place into nomination this slate of officers. The motion was seconded by Dr. Davis. In accordance with election procedures, Dr. Vineyard asked three times for additional nominations for Chairman. Dr. Vineyard then asked three times for additional nominations for Vice Chairman. Dr. Vineyard then asked three times for additional nominations for Secretary/Treasurer. Hearing none, a motion was made by Dr. Brisch to elect these persons by acclimation. This motion was seconded by Mr. Maguire. All Authority members indicated their approval by voting "Aye."

INFORMATION ITEMS

Satellite Project Review

Mr. Wall presented a status report on the Satellite Project. A delay in the completion of the project is due to a problem with proprietary software which causes audio dropout in the system. The vendor, GlobeComm Systems, Inc., is having the software rewritten by General Instrument. A new release of the software is scheduled by September 2. The Department of Central Services has recommended OETA not find GlobeComm in default on the surety bond and to give them another chance to complete the project. It is now estimated the equipment and firmware will be installed and proofed not later than September 30, 1999.

Dr. Davis suggested that Mr. Wall present the documents related to this situation to the Attorney General to make sure that the surety bond is not released on the overall project by allowing GlobeComm to exceed the surety limits of the contract.

Legislative Interim Study

Mr. Wall presented an update on H.B. 1650, Virtual School on the Internet. Rep. Abe Deutschendorf authored this bill, which was not passed during the regular legislative session, but Rep. Deutschendorf filed for an Interim Study. If this study is funded, OETA will be asked to provide information regarding DTV as it relates to service to education.

The remainder of the information items included articles and letters on various public broadcasting issues and personalities.

AugustFest '99

Mr. Wall reported that AugustFest '99 resulted in over \$351,000 in pledges. In addition to the success of the Oklahoma produced Lawrence Welk special, "Songs of Faith," the special OETA production "The Oklahoma I Remember" has received three regional Emmy Award nominations. The awards will be made in September in Denver and several OETA representatives will attend the ceremonies.

Special Presentation to Dr. Vineyard

Dr. Davis, on behalf of the Authority members, presented to Dr. Vineyard a plaque in appreciation of his efforts through the years as a member of the Authority and as Chairman for the past three years.

Adjournment

There being no further busine	ess, Dr. Vineyard, usin	g his new gavel, ca	alled for adjournment
The motion passed unanimou	isly and the meeting w	as adjourned at 3:	:05 p.m.

1999.

Adopted this	_day of October,
Dr. Edwin Vineyard, Chairman	
ATTEST: ·	
Me Sue Healey Secretary/Tres	asirer



CORPORATION FOR PUBLIC BROADCASTING

The second of th

901 E Street, NW Washington, DC 20004-2037 (202) 879-9600 Memorandum

5

July 28, 1999

TO:

Public Radio and Television Station General Managers

FROM:

Bob Coonrod

SUBTECT:

Restoring the Public Trust

Last week, we sent you a resolution unanimously adopted by the CPB Board. The Board expressed its strong objection to the practice of using member or donor lists in a manner that may violate the public trust. And the Board did more; it expressed its desire that such practices be ended immediately.

The CPB Board asked me to take all appropriate and necessary steps to ensure that public broadcasting stations refrain from the use of member and donor lists with political parties or committees or in other ways that fail to respect the privacy concerns of their members and donors.

Today, I am announcing those "appropriate and necessary" steps. The web version can be found at http://www.cpb.org/highlights/9907update.html. An e-mail version of the new policy appears below.

Whatever your reaction may be to the broader issue, or to the details of CPB's policy, I want to place this new certification requirement in a very specific context. Our only goal is to help restore public trust in the work you and we do everyday. That trust has been shaken. We must be clear in our intent to revitalize the confidence listeners and viewers vest in the public service we offer.

I have asked myself how we got to this point. Some in our field disregarded their own internal controls and privacy safeguards while some others had no controls or safeguards in place. The result is that all of public broadcasting is being discredited.



Ours is a decentralized system. Local autonomy is our guarantee of independence, and the Golden Rule is trust. Absent mechanisms for stations to regulate themselves, CPB has no choice but to take this action on behalf of all public broadcasting. The alternative is to invite formal, perhaps more sweeping, regulations.

Our aim is to outline in public policy terms a reasonable, best practices approach to controlling membership lists and protecting the privacy of subscribers. The public broadcasting enterprise has on the table a clear, straightforward approach to this issue. This assertive action moves us further along the path of fulfilling both public and Congressional expectations,

As we have worked through this issue, including the creation of the certification policy, I have appreciated the advice and counsel of APTS, the DAC, DEI, NPR, PBS, PRI, and the SRG.

When you read the policy below, you should recognize its form. It is the same as for other CPB certification requirements — Open Meetings, Open Financial Records, Community Advisory Board, and Equal Employment Opportunity requirements.

The substance is also the same. Stations must certify that they meet these requirements before receiving an FY 2000 Community Service Grant—that is, for the grant year beginning October 1, 1999, about 60 days from now.

As always, I welcome your comments as this issue continues to develop.

Attachment

MAIL LIST AND PARTISAN POLITICAL ACTIVITIES REQUIREMENTS

I. Principles

A bedrock principle of public broadcasting is our support from the American people. Because we operate in the public interest, our future relies on a bond of public trust. This bond extends to millions of viewers and listeners living in hundreds of local communities of every size and description across the country.

Public broadcasting cannot afford, either in appearance or in fact, to undermine that bond.

For these reasons, effective immediately, to receive a CPB station grant, a station must certify that it meets each of following public interest standards. CPB-funded stations must:

- Control—maintain active control of their membership and donor lists;
- Privacy—respect the privacy of all subscribers and donors by offering a means by which the names may be suppressed upon request and suppress names as requested;
- Limits on Use—not sell, rent, lease, loan, trade, give, donate, transfer or
 exchange membership or donor names to, with or from any candidate for
 public office, committees or organizations supporting a candidate, political
 parties, or organizations that solicit funds for use in political campaigns for any
 purpose whatsoever; and
- Record-keeping—maintain complete and accurate records of all uses of membership and donor lists for fundraising purposes, and must furnish such records on request.

II. The Law

A. Section 396(k)(6)(B) of the Communications Act of 1934, as amended, ("the Act") provides that

"station grant funds shall be distributed to licensees and permittees of such stations in accordance with eligibility criteria (which the Corporation shall review periodically in consultation with public radio and television licensees or permittees, or their designated representatives) that promote the public interest in public broadcasting... B. Section 396(3)(A)(i) of the Act provides that each public telecommunications entity receiving funds shall be required:

"to keep its books, records, and accounts in such form as may be required by the Corporation;"

- C. 1. Section 397(12) of the Act defines the term 'public telecommunications entity" as: "any enterprise which—"
 - a. "is a public broadcast station or a noncommercial telecommunications entity;" and
 - b. "disseminates public telecommunications services to the public."
 - 2. Section 397(7) of the Act defines the term 'noncommercial telecommunications entity" as: "any enterprise which—"
 - a. "is owned and operated by a State, a political or special purpose subdivision of a State, a public agency, or a nonprofit private foundation, corporation, or association;" and
 - b. "Has been organized primarily for the purpose of disseminating audio or video noncommercial educational and cultural programs to the public by means other than a primary television or radio broadcast station, including but not limited to, coaxial cable, optical fiber, broadcast translators, cassettes, discs, microwave, or laser transmission through the atmosphere."
 - 3. Section 397(14) of the Act defines the term "public telecommunications services" as "noncommercial educational and cultural radio and television programs, and related noncommercial instructional or informational material that may be transmitted by means of electronic communications.

III. Interpretations

A. The Corporation, following consultation with the national membership organizations and representatives of the station community, has determined that grantees should not engage in the exchange, rental, or sale of donor or member names to, from or with any candidate for public office, committees or organizations supporting a candidate, political parties, or organizations that solicit funds for use in political campaigns. Such practices undermine the public trust, and are inconsistent with the public interest in public broadcasting.

B. The Corporation requires that grantees maintain complete and accurate records by which it may be assured that grantees are in compliance with all applicable laws and regulations of the Federal government, and the eligibility requirements for public telecommunications entities as established by the Corporation.

III. Compliance Requirements

A. Effect

- 1. All public telecommunications entities, including all station grant recipients of the Corporation for Public Broadcasting, must do the following:
 - a. Annually certify to the Corporation their continued compliance with the laws and regulations of the Internal Revenue Service, and with all other applicable Federal law or regulations governing political activity and lobbying in effect at the time of certification;
 - b. Not sell, rent, lease, loan, trade, give, donate, transfer or exchange their membership or donor names to, with or from any candidate for public office, committees or organizations supporting a candidate, political parties, or organizations that solicit funds for use in political campaigns for any purpose whatsoever;
 - c. Maintain active control of their membership and donor lists, and take all appropriate measures to ensure against unauthorized use of such lists including requiring any third party, including but not limited to list brokers, mail-list management organizations, Friends organizations, fundraising organizations, or advertising or public relations agencies to abide by a grantee's compliance requirements; and
 - d. Periodically inform members/donors of any potential for sale, rental, lease, loan, trade, gift, donation, transfer, or exchange of their names; and offer a means by which the names may be suppressed upon request; and suppress names as requested.
- 2. All public telecommunications entities, including all grantees of the Corporation for Public Broadcasting, must maintain complete and accurate records of all uses of membership and donor lists for fundraising purposes, and must furnish such records on request.

B. Result of Noncompliance

1. At its discretion, CPB may disqualify grantees from eligibility to receive, in whole or in part, Station Grants or other CPB grants or awards.

IV. CPB Procedures for Compliance and Certification

A. Documentation

- 1. Each recipient of a CPB station grant, after reviewing the above information, should develop documentation indicating the manner of compliance with this requirement.
- 2. The documentation should be kept at each station and made available to CPB, upon request, to determine the fact and extent of compliance. The documentation should also be made available to auditors who may be making periodic audits of a station.

B. Certification

- 1. CPB will require that each recipient of a CPB station grant annually certify its continued compliance with the mail list and partisan political activities requirements. The annual certification will be part of the Certification of Eligibility form(s) which are included in the booklets sent annually to each grant recipient for the applicable CPB station grant(s).
- 2. All such Certification of Eligibility forms must be completed in their entirety and signed by two different individuals: (1) an authorized official of the licensee responsible for signing grants and/or contracts for the licensee who has knowledge and authority to certify that the licensee and its station meet or exceed each of the eligibility criteria listed in the Certification of Eligibility (e.g., chairman, treasurer or secretary of the board of directors, university vice president for finance, president of the school board); and (2) the chief executive officer in charge of the operation of the station (e.g., president, general manager, or station manager).

V. Other Requirements

Section 501(c)(3) -- The Internal Revenue Code; Tax Exempt Organizations' Lobbying and Political Activities Accountability Act of 1987:

501(c)(3) organizations must:

"...not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office."

Section 501(c)(3) of the Internal Revenue Code prohibits charitable organizations from engaging in "political activities," including but not limited to political activities on behalf of or against a political candidate. The sale, rental, lease, loan, trade, gift, donation, transfer or exchange of membership or donor names to, from or with a candidate for public office, committees or organizations supporting a candidate, political parties, or organizations that solicit funds for use in political campaigns may constitute a political campaign contribution or a political activity.

The Internal Revenue Service may revoke the 501(c)(3) status of any organization that fails to comply with its rules, and may levy fines in the nature of excise taxes, on the organization and/or its leaders who knowingly engaged in activities in violation of its rules.

7/27/99



January 11, 2019

Sent via email
Mr. Thomas Crockett
Vice President, Station Services
Public Broadcasting Services
2100 Crystal Drive
Arlington, VA 22202-3785

Re: Oklahoma Educational Television Authority

Mr. Crockett:

Per your request, we are sending this letter to inform you that our client is the Oklahoma Educational Television Authority ("ÖETA"). On January 8, 2019, the Board of Directors for OETA voted to terminate their relationship with the Oklahoma Educational Television Authority Foundation, Inc., (the "Foundation"). The OETA Members are members of OETA, our client, not the Foundation. As a result, our client is entitled to and wants to restrict access to all PBS resources and networking sites to OETA staff. The Foundation is not to have access to these PBS resources and networking sites.

Do not hesitate to contact me at 405-516-7800 if you have any questions regarding this letter. Otherwise, please contact Polly Anderson at (405) 841-9250, who is copied on this letter.

Sincerely,

Mchel Burrage
Michael Burrage

cc: Polly Anderson



January 18, 2019

VIA E-MAIL

Polly Anderson
Executive Director
OETA
7403 North Kelley Avenue
Oklahoma City, OK 73111

RE: Request regarding OETA Foundation (the "Foundation")

Dear Ms. Anderson:

I am in receipt of letters from you and your counsel, Whitten Burrage, to Thomas Crockett dated January 11, 2019, with respect to removing the access of Foundation staff to certain PBS products and services. I can confirm that PBS has taken action in this regard.

I would also like to inform you that we have received a request from the Foundation to refrain from providing to any party, including OETA, access to donor information maintained in PBS systems ("Donor Information"), and to destroy any such information. The Foundation has asserted that the Donor Information is a proprietary asset of the Foundation.

As the ownership of Donor Information and other assets is currently a matter of dispute between OETA and the Foundation, PBS has determined that it will hold all Donor Information in the PBS Membership Vault in confidence, and will not disclose it to any party or destroy it, until such time as either OETA or the Foundation has presented PBS with legal authority establishing ownership of the Donor Information.

In the meantime, PBS is taking steps to establish a new PBS Membership Vault account for use by OETA personnel in connection with future donations. Please note that access to OETA Passport has not been interrupted and will continue for donors currently receiving the service.

Please feel free to contact me via email (or phone or phone with any questions or concerns.

Sincerely,

Craig Spérifig / Vice President & Deputy General Counsel

cc: Michael Burrage (mburrage@whittenburragelaw.com)
Patricia Sawyer (psawyer@whittenburragelaw.com)
Katherine Lauderdale, Chief Legal Officer & Corporate Secretary
Befsy Gerdeman, Senior Vice President, Development Services (
Thomas Crockett, Vice President, Station Services



From: Bill Tiedeman [mailto:lt]
Sent: Friday, January 18, 2019 6:56 PM
To: Polly Anderson Subject: RE: checking in

Hi Polly,

We heard back from our Lawyer and she has advised that we should not do anything different than we are currently doing, regarding who gets the data, until the litigation is done. We have a letter from the foundation that is saying we cannot share the data with anyone else and yours that says we can, and that leaves us in a vulnerable position. Do you have an idea of when you will have an official ruling? I know this is not the news we were hoping for but hopefully we have an idea of when you cannot case scenario. If you have any questions, feel free to reach out to me over the weekend, on my cell phone.

Thanks

Bill

Bill Tiedeman Account Executive

Company of the same of the sam	
(
i	
	-

Allegiance Fundralsing Group

3064 49th St S Fargo, ND Direct Lines Cell Phone:

AllegianceFundraising.com

From: Polly Anderson Sent: Wednesday, January 16, 2019 6:52 PM

To: Bill Tiedeman Subject: Re: checking in

Okay. Thanks Bill. Let me know as soon as you hear.

Best, - Polly

On Jan 16, 2019, at 5:59 PM, Bill Tiedema

Hi Polly,

Rich said he spoke with her today and she will have an answer on Friday. Hopefully that is soon enough?

Thanks,

Bill

Bill Tiedeman

Account Executive

<image003.png>

Allegiance Fundraising Group

3064 49th St S

Fargo, ND

Direct Line

Cell Phone:

Allocio

From: Polly Anderson

Sent: Wednesday, January 16, 2019 4:12 PM

To: Bill Tiedeman

Subject: checking in

Hi Bill,

Any word regarding OETA? Just checking in.

Thank you,

- Polly

Polly Anderson

Executive Director <image004,jpg>

Direct:

7403 North Kelley Avenue Oklahoma City, OK 73111

Website | Facebook | Twitter | Instagram

<image005.png>



Janette Thornbrue & Debra Martin 2705 NE 129th St Edmond, OK 73013-7455 ընդնակիսությունների հետևիրի հետևիր հետևիր

Dear Janette & Debra,

I am writing today to ask for your continued support for the programs and services OETA provides to the Oklahoma community.

With your help, OETA will remain unique in a world filled with corporate-owned, profit-driven media. We know you trust our programming to...

- Inspire young children and provide a solid foundation for pre-school development through programs like Daniel Tiger's Neighborhood, Splash & Bubbles and Curious George.
- Celebrate our diverse culture with productions like American Masters, Finding Your Roots, Lidia's Kitchen and so many more.
- Provide you with a front row seat to artistic beauty and great literature brought to life with
 Victoria on Masterpiece, Live from Lincoln Center, Great Performances and PBS Arts Festival.
- Share independent, thoughtful reporting on the Issues that are affecting your community and
 your world with Oklahoma News Report, Frontline, PBS NewsHour and American Experience.
- Promote and foster new discoveries, exploration and natural beauty on RARE By National Geographic, NOVA, Antiques Roadshow and Nature.

Programs like these are all part of the critical public service OETA provides – and they are only possible because of members like you.

OETA programs have a lasting impact. When you renew your membership this month, you help us renew this truly diverse service to more than two million weekly viewers across Oklahoma.

You know OETA relies on the generosity of our viewers to make a difference. Please give as much as you can - any amount helps. Simply fill out the reply slip below or renew securely online at oeta.tv/support.

Thank you for your continued support.

Sincerely,

Daphne Dowdy President and CEO OETA Foundation

P.S.—Please renew your OETA membership right away. With a contribution of \$60 (\$5 a month) or more you can gain access to **OETA Passport. This member benefit** lets you watch the quality public television programming you love, on-demand. Thanks again!

PLEASE FOLD AND DETACH ALONG THE DOTTED LINE

OUR CONTRIBUTION WAKES A DIFFERENCE THANK YOU. Thank you for last year's support of \$100,00 Become a Sustaining Member I Would you consider increasing to \$125.00 this year? Join the rapidly growing number of OETA supporters who want to save OETA the] Would you like to renew at last year's level? postage, paper and labor costs of sending renewal notices. Automatic renewal [] Surprise usl \$_ means you don't have to think about your renewal date again and we have your YES! Sign me up as an OETA Sustaining Member! My check is enclosed, payable to OETA Foundation Charge my CC# on the 15th of each month, angoing Draft my bank account on the 5th of each month or Exp. Date Card # annually, ongoing (an authorization form will be mailed to you) □\$5/month □\$10/month □\$20/month □\$30/month □Other \$. Signature Email EXHIBIT te mail Required for OFTA Passport Accesses Please send as my thank you gift for renewing. (See enclosed gift ideas, if you choose

Polly Anderson

From:

Shawn Black

Sent:

Tuesday, February 5, 2019 1:46 PM

To:

Polly Anderson

Subject:

FW: Contact Information Update

Here is the invoice we talked about.

From: Nicole McCampbell

Sent: Friday, February 1, 2019 1:30 PM

To: Peggy Bakula 🛊

Cc: Michael Vaughn

Shawn Black Control ; Toni

Matthews •

Subject: RE: Contact Information Update

Hi Peggy,

I have removed you and Michael Vaughn from the Accounts Payable Contact List. Moving forward all invoices and statements will be emailed to Cindy Pickle.

Thank you for the update.



Nicole McCampbell

Accounting / Administration

Cardiff

Direct:

Multimedia Graphic Network, Inc.

From: Peggy Bakula

Sent: Friday, February 01, 2019 11:05 AM

To: Nicole McCampbell

Cc: Michael Vaughn ; Cindy Pickles ; Shawn Clack

oni Matthews

Subject: Contact Information Update

Hi Nicole!

Effective Immediately please remove Michael Vaughn and myself from MGN's email list and begin emailing any invoice or statement to Cindy Picker (printing and printing and pri

Thanksl

Peggy

Peggy Bakula

EXHIBIT Popular



January 18th, 2019



Dear

You may have seen the news.

The OETA Board of Directors voted on January 8, 2019 to sever its working agreement with OETA Foundation, OETA's largest funder.

I am writing today to let you know that we are devastated and just as perplexed by the unfolding of recent events as you may be. I also want you to know that the Foundation, our Board of Trustees and our staff remain OETA's biggest fans. We support OETA in good times and in hard times. OETA is an Oklahoma treasure. Nothing can change that.

We feel OETA's decision to disassociate itself with OETA Foundation and develop its own nonprofit is a mistake, but it is a decision that OETA is free to make.

So, what does this mean for the gift you made to OETA Foundation in support of the programs you love? The funds you have contributed to OETA Foundation in support of public television on OETA have been and will be used for that purpose. With your help, OETA Foundation has already pre-paid for OETA's full 2019 schedule of national and international programming — from PBS, BBC and other sources. We've pre-paid for other services you enjoy from OETA like your on-demand programs and the free learning tools children and families find on OETA's web site. Those resources are paid for 2019.

Thanks to your donations, OETA Foundation has money left over and it, too, will be expended for OETA's needs. For example, we raised and set aside \$151,222 to pay OETA's tower fees. We have advised OETA that it need only tell us what requires funding and we will be there.

I'm sure you have more questions about what you've been reading in the newspaper and online. This situation is complicated and there is much misinformation swirling around out there. I encourage you to visit www.oetafdn.org to read the legal documents for yourself and form your own opinion.

In the meantime, I can share some facts which are not disputed:



gio, ablateo

 OETA is a state agency. OETA Foundation is an independent nonprofit charity in good standing.

OETA Foundation has contributed more than \$68 million in private support for OETA over 35

years.

 For 35 years, OETA Foundation has relieved taxpayers of the sole burden of financing OETA, freeing state funds for other needs.

 OETA Foundation has allocated more than \$3.6 million for fiscal year 2019 (FY19) in support of OETA's transparently identified needs, more than ever before.

OETA Foundation has expended almost \$2 million to date for OETA's FY19 needs.

 OETA Foundation and its private donors have pre-paid OETA's full 2019 PBS and other program fees.

On January 7, 2019, OETA stated publicly that it only had funds to operate through May 2019.

 On January 8, 2019, OETA's board of directors voted to end its agreement with its largest funder, OETA Foundation, knowing that OETA Foundation has funding available for transparently identified needs.

In November 2018, OETA incorporated a 501(c)(3) called Friends of OETA, Inc., which is

controlled by OETA, a state agency.

The directors and members of Friends of OETA, Inc. also comprise the Executive Committee
of the OETA Board of Directors. All are employees of the state.

The directors of Friends of OETA, Inc., all elected and removed by OETA, can dissolve Friends
of OETA, Inc. When they do so, all assets are to be paid to OETA, a state agency.

None of this information was made available at OETA's January 8 public board meeting.

OETA Foundation is separate and independent from OETA. We have 35 years of experience successfully raising and responsibly stewarding private contributions in support of public television. The Foundation is a 501(c)(3) charity that exists solely for this purpose. The Foundation ensures transparency and accountability for our many thousands of private donors.

Free, educational public television is an Oklahoma treasure. **OETA Foundation supports**, appreciates and values **OETA**. We wish only the best for its growth and health so that it may be here for future generations just as it has been here for you and me.

Sincerely.

Daphne Dowdy
President and CEO
OETA Foundation

P.S. Visit oetafdn.org to find court documents and to learn more about OETA Foundation.

Nonprofit Organization
U.S. Postage
PAID
Giklahoma City.OK
Petmit No. 886

FOUNDATION
P.O. Box 13620
Oktahoma City, OK 73113-0620

MEMORANDUM

TO:

Daphne Dowdy

FROM:

Toni Matthews

Cc:

Polly Anderson

DATE:

August 6, 2018

SUBJECT:

Request for transfer of CSG Funds

The Authority is requesting a transfer of \$287,707.

This request is to transfer a quarterly subsidy as approved in our FY19 Budget to assist the authority for current operating expenses.

Thank you for the continued support of OETA.



MEMORANDUM

TO:

Daphne Dowdy

FROM:

Toni Matthews

Cc:

Polly Anderson

DATE:

October 1, 2018

SUBJECT: Request for transfer of Foundation Subsidy

The Authority is once again requesting a transfer of \$287,707 for the first quarter of FY19.

The Authority is also requesting the transfer of \$287,707 for the second quarter of FY19,

This request totals \$575,414 and is a quarterly subsidy as approved in your FY19 Budget to assist the authority for current operating expenses.

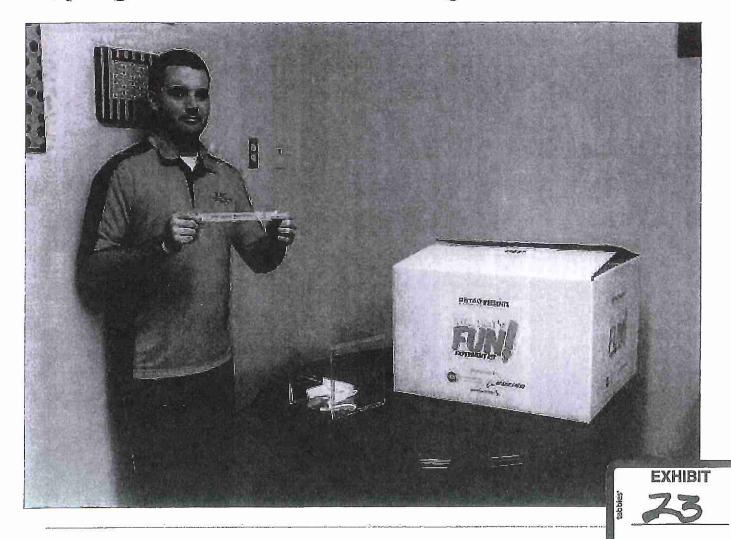
Thank you for the continued support of OETA.





Rural Electric Cooperative, Inc. 5 hrs • (6)

REC partnered with OETA to giveaway a STEM experiment box to one the teachers in our service area. Congratulations to Katie Melton from Rush Springs School District on winning the box.



ர் Like



A) Share

Email or Phone Password Log In



People's Electric Cooperative @PeoplesElectricGooperat

Home

About

Photos

Events

Videos

Posts

Community

Info and Ads



Send Message



People's Electric Cooperative is at People's Electric Cooperative.

November 12, 2018 · Ada ·

CONGRATULATIONS, Sulphur 8th grade teacher Kasey Schafer, for winning today's prize drawing for 36 classroom kils, Your students will have everything they need to complete OETA's "Well, That's Funt" Air and Space

Q I use STEM whenever I can. It will benefit my students in numerous ways by allowing them opportunities to be creative as well as use the technology they know so well. Life is changing daily and STEM allows the student of the 21st century to expan... See More



People's Electric Cooperative Energy Company In Ada, Oklahoma

Open New

Community

See All

the 2,408 people like this

2,450 people follow this

About

See All



1600 N Country Club Rd (67,88 mi) Ada, Oklahoma 74820 Get Directions

(580) 332-3031

www.peapleselectric.coop

Energy Company

(1) Hours 8:00 AM - 5:00 PM Open Now

2,408 likes 181 visits

6 Shares

Like

Tammi Eason O'Steen, Amy Clark Howe, Carrie Sweeten and 21

1.1K Views

People's Electric Cooperative Sulphur Public Schools

12W



Jennifer Timmons Boeck Well That's Fun, OAEC - Oklahoma Association of Electric Cooperatives, Stacy L. Howeth

Related Pages

Abbotts Grocery "Stonewall"

See more of People's Electric Cooperative on Facebook®
Kasey Schafer This is so awesome

Canadian Valley Electric Cooper... Electric Utility Provider

Log In Or Create New Account Jennifer Timmons Boeck Kasey Schafer, we are so excited for you and your students! We'll be in touch this week to get a

airness And Resp

date/time scheduled to present your big box of kits,

Most Relevant

Political Organization









PEC People's Electric Cooperative

Like This Page Mureumen 21, 2010 @

students! Wis. Schafer entered to win the kit in a That's Fun!" Air and Space experiment ldts this drawing that was held on Monday. November 12 to 8th grade teacher Kasey Schafer and her morning at Sulphur Middle School Congratulations 10 We were happy to present OETA's "Well, la.

with Kasey Schaler, Jenniller Tinjmons Enerth students in numerous ways by allowing them Oldahoma Association of Electric Cooperatives. That's Fun, American Airlines and OAEC -Steven-Brenda Pyle The Boeing Company, Well opportunities to be ... See More - N. cersorating STEM (Science Technology Engineering and Math) "I use STEM whenever I can. It will benefit my

Iva Quetone, Makayla Moss, Sandy Johnson and 17

ODYSSEY February 2019

OETA Foundation P.O. Box 13620 Oklahoma City, OK 73113-0620

General Phone Number; 405,486.0749 (OKC Area) 1,855,588,3727 (Toll Free) email: membership@oetafdn.org

> Daphne Dowdy Publisher/President & CEO

Louise Lee Vice President of Development

> Audra Teel Membership Manager

Madison Chadwick Thomas Executive Editor

Editors/Contributors

Vicky Allen Tanya McHenry Traci Burnett Lisa Ondak Lynn Bush

Odyssey is a monthly program guide by the OETA Foundation for OETA's statewide public television network. The cost of printing and distribution is paid by the OETA Foundation as a benefit to donors who have contributed at least \$40 in annual support.

OETA Foundation, Inc. is a private, non-profit charitable organization which exists for the benefit of public television and in support of OETA's mission to provide free educational programming to all Oklahomans.

Send Check Payments: P.O. Box 960022 Oklahoma City, OK 73196-0022

Send Credit Card Payments: P.O. Box 13620 Oklahoma City, OK: 73113-0620

Donate online at OETAFDN.org/support

©2019 OETA FOUNDATION

IMPORTANT MESSAGE FROM THE PRESIDENT

Friends,

You may have seen the news.

The OETA Board of Directors voted on January 8, 2019 to sever its working agreement with OETA Foundation, OETA's largest funder.

I am writing today to let you know that we are devastated and just as perplexed by the infolding of recent events as you may be I also want you to know that the Foundation, our Board of Trustees and our staff remain OFTA's biggest fans. We support OFTA in good times and in hard times. OFTA is an Oklahoma treasure. Nothing can change that.

We feel OETA's decision to disassociate itself with OETA Foundation and develop its own nonprofit is a mistake, but it is a decision that OETA is free to make.

So, what does this mean for the gift you made to OETA Foundation in support of the programs you love? The funds you have contributed to OETA Foundation in support of public television on OETA have been and will be used for that purpose. With your help, OETA Foundation has already pre-paid for OETA's full 2019 schedule of national and international programming—from PBS, BBC and other sources. We've pre-paid for other services you enjoy from OETA like your on-demand programs and the free learning tools children and families find on OETA's web site. Those resources are paid for 2019.

Thanks to your donations, OETA Foundation has money left over and it, too, will be expended for OETA's needs. For example, we raised and set aside \$151,222 to pay OETA's tower fees. We have advised OETA that it need only tell us what requires funding and we will be there.

I'm sure you have more questions about what you've been reading in the newspaper and online. This situation is complicated and there is much mislinformation swirling around out there. I encourage you to visit www. octafdn.oig to read the legal documents for yourself and form your own opinion:

In the meantime, I can share some facts which are not disputed:

- OETA is a state agency. OETA Foundation is an independent nonprofit charity in good standing.
- OETA Foundation has contributed more than \$68 million in private support for OETA over 35 years.
- For 35 years, OETA Foundation has relieved taxpayers of the sole burden of financing OETA, freeing state funds for other needs.



- OETA Foundation has allocated more than \$3.6 million for fiscal year 2019 (FY19) in support of OETA's transparently identified needs, more than ever before.
- OETA Foundation has expended almost \$2 million to date for OETA's FY19 needs.
- OETA Foundation and its private donors have pire paid OETA's full 2019 PBS and other program fees
- On January 7, 2019, OETA stated publicly that it only had funds to operate through May 2019.
- On January 8, 2019, OETAs board of directors, voted to end its agreement with its largest funder, OETA Foundation, knowing that OETA Foundation has funding available for transparently identified needs.
- In November 2018, OETA incorporated a 501(c)(3) called Friends of OETA, Inc., which is controlled by OETA, a state agency.
- The directors and members of Friends of OETA, Inc. also comprise the Executive Committee of the OETA Board of Directors. All are employees of the state.
- The directors of Friends of OETA, Inc., all elected and removed by OETA, can dissolve Friends of OETA, Inc. When they do so, all assets are to be paid to OETA, a state agency.

 None of this information was made available at OETA's January 8 public board meeting.

OETA Foundation is separate and independent from OETA. We have 35 years of experience successfully raising and responsibly stewarding private contributions in support of public television. The Foundation is a 501(c)(3) charity that exists solely for this purpose. The Foundation ensures transparency and accountability for our many thousands of private donors.

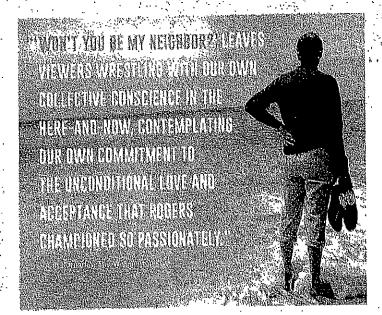
Free, educational public television is an Oldahoma treasure. OFTA Foundation supports, appreciates and values OFTA. We wish only the best for its growth and health so that it may be here for future generations just as it has been here for you and me.

Sincerely,

Daphne Dowdy President and CEO OETA Foundation



P.S. Visit octafdn.org to find court documents and to learn more about OEFA Foundation.



BE MY NEIGHBOR

FROM THE COVER: Won't You Be My Neighbor? takes an intimate look at America's favorite neighbor: Mister Fred Rogers: A portrait of a man whom we all think we know, this emotional and moving film takes us beyond the zip-up cardigans and the land of make-believe, and into the heart of a creative genius who inspired generations of children with compassion and limitless imagination.

WON'T YOU BE MY NEIGHBOR? SPECIAL PREMIERE Saturday, February 9 at 7 p.m.



Garrett Kirig <

Odyssey

Jini Ulterback To: "Depline obwdy Co: Mia Mascara

en Gj" Garrell Kir Chanc Tue, Aug 7, 2018 at 4:21 PM

Linda Gardne ets Polly Andarson ka Strout , Joy Hofmalster

Dàphre,

Thank you for your work on Odyssey to date. After careful consideration, Cynthia Ruid and I acting as the Executive Committee of the Foundation Board with the full authority of the Board of Trustees hereby direct you to immediately turn over all control and documentation requested by Ms. Anderson in relation to Odyssey to Ms. Anderson. You and your staff are further directed to work cooperatively in any way requested by OETA in relation to the production of Odyssey. This directive is not intended to address who may own any rights to Odyssey or who is right or wrong in-relation to any claims regarding the production of Odyssey. This directive is intended to support our earlier pronouncement in staff indicating that the Foundation Board is set on having you, and the Foundation employees under you, fully cooperate with OETA and support OFTA.

Cynthia Reid

Thank you,

Jim

James W. Utterback, Ph.D.

President Emeritus

Seminole State College

Office (405)

Mr. Norman Interim Executive Director **OETA**

10 Aug 2017

Dear Mr. Norman,

On July 28th I attended a meeting called by Daphne Dowdy, Director of the OETA Foundation. Lynn Bush, Michael Vaughn, Traci Burnett, Bob Hakim and Janette Thornbrue were also in attendance. The meeting was to discuss the OETA protract server and granting access to sales people employed with the Foundation. Unbeknownst to me at the time you had not been informed or consulted about this meeting or it's purpose. The course of the meeting did not go well and I have felt uncomfortable ever since. After careful consideration I feel it necessary to express my uneasiness and concerns in regard to those proceedings.

As the discussion developed it became apparent to me that the attitude projected by Foundation staff was uncompromising. My feeling was that the Authority staff was expected to do what we were told with disregard to anything else we may have as a priority. When it was pointed out that we indeed have higher priorities the conversation took a turn for the worse. Accusations of obstruction and un-cooperation were made in an unprofessional manner. At one point Ms. Dowdy began shouting.

Going forward I have concerns about how to work with the Foundation staff and leadership. I feel it inappropriate that I was summoned without my boss's knowledge for the purpose of granting permission to use Authority assets. Given the demeanor of the meeting I am uncomfortable with the pressure applied to grant permission. I believe a discussion between you and Ms. Dowdy should have taken place first and that my instruction should have come from you. I am concerned that my job was put at risk in this situation and may be again in the future. As a Navy veteran I am a strong believer in the chain of command. In this situation I would feel more confident if I could count on the protection a solid chain should provide.

With respect,

Dan Bigbee

Digital Network Specialist

OETA

Polly Anderson

From:

Dan Bigbee

Sent:

Tuesday, May 15, 2018 12:21 PM

To:

Polly Anderson

Subject:

network report

Last Friday the 11th I was summoned by Ms. Dowdy to the foundation conference room, Upon entering I was introduced to a team of IT people, apparently led by Brad Thomas. Laptops were operating and team members were obviously doing something. This was a complete surprise to me. Ms. Dowdy informed me that they would be handling IT chores for the foundation in future.

I was presented with a list of foundation email addresses and instructed to forward the corresponding OETA.tv address to a new address at OETAFND.org. My instructions included deleting emails forwarded to OETAFND.org. I was than dismissed without any opportunity to discuss what the outside IT team was doing. I have not forwarded any email nor has any been deleted. If Ms. Dowdy has further instructions for me I will insist they come directly from you.

In my mind outside IT people working on the network without permission is hacking, no different than an anonymous party working off shore. Without any knowledge of what may or may not happen to our network I took immediate actions to safeguard the infrastructure. Passwords were changed and services shutdown to prevent changes that could adversely impact us. I have conducted an examination to see if any changes were indeed made. Fortunately as of today nothing has been done to harm the network. I will continue to monitor for problems and take whatever measures are necessary to protect our network. You will be promptly informed.

Dan Bigbee Jr. Digital Network Specialist Oklahoma Educational Television Authority Office 40

Website | Facebook | Twitter | Instagram





Garrett King

Urgent - Complaint re: treatment of OETA Staff by OETA Foundation Staff

Garrett King То: Вапу Веацо этпр Tue, Aug 8, 2017 at 8;20 PM

EXHIBIT

Good evening and I do hope that this finds you well, I am sending this to you in your capacity as Chair of the OETA Foundation Board of Trustess.

Yesterday afternoon I was notified by OETA interim Executive Director Mark Norman and OETA HR Representative George Taylor of a serious complaint, filed internally at OETA by an individual entering the individual entering in the assertion that the treatment of the employed by OETA involving the individual's alleged treatment by OETA Foundation staff in quastion amounted to "a form of disordination." The dating yent on to old hardesmann guidelines provided by the Equal Employment Opportunity

The complaint as provided to Mr. Norman and Mr. Taylor is provided below my signature lines. The OETA amployee who filed the complaint has granted parmission for it to be submitted to the

This ters serious charge. OETA does not have supervisory authority over OETA Foundation employees—the OETA Foundation Board of Trustees does. Thisrefore I am respectfully retenting the malter to you and requesting your investigation of it in excerdance with the OETA Foundation's processes, procedures, and projectle: Due to the magnitude of this claim I would also respectfully request an update on the matter as you deem appropriate. I would also respectfully ask that you remind the OETA Foundation staff in quastion that OETA will not follow the discrimination in the workplace of allow reliability against any employee for reporting alleged workplace discrimination.

I thank you sincerely for your thoughtful attention and consideration and for your continued commitment to OETA's mission.

Garrett King

Chair, OETA Board of Directors

Weatherford, Oklahoma

From: Curtis Calvin Sents Monday, July 24, 2017 1:21 PM Tot Mark Norman, George Taylor Subject: Complaint

Good morning Mark,

As we have been discussing since my return to work, I have been having some issues with some OETA Foundation employees and their interactions with me. The meeting on Friday kind of brought everything to a head's since the offensive behaviors have moved from passive to active.

The meeting was intended to be an informal meeting between Lynn, Jessi, Demail and myself (only those who are working directly with the project). However, upon arrival Louise and Dephne joined the meeting. During the meeting, Dephne was extremely dismissive towards me speaking only to Jessi, disregarding any comments made by me and attempting and Dephne joined the meeting. During the meeting, Dephne was extremely dismissive towards me speaking only to Jessi, disregarding any comments made by meeting and provided the reversand the presuments of the sense of t

Also as you know, prior to my going on leave a deadline for the completion of the curriculum guide was set for August with outreach activities beginning in October in a meeting where you (Mark Nomian) were present. However, upon my return that deadline was changed for no apparent reason. And, OETA Foundation employees (Daphne and Lynn) began communicating to OETA leadership that I (Curtis Calvin) had missed several deadlines. As this information is clearly unitre, I have taken it as an affront on my protessional changes—done to demean my reliability and reputation. Additionally, This action has an undue stain on my department by negatively impacting our ability to give the necessary attention. allention to higher priority projects.

My, larger concern is for the history concerning the behaviors and ablitudes coming from OETA Foundation personnel (specifically Daphne Dowdy, Lynn Bush and Equise Cae), which if see that so created a hostile work anytromment for me due to the following reasons:

- I have witnessed a history of these behaviors towards other men who work for OSTA from Mrs. Dowdy, specifically concerning the former Executive Director (Dan Schledel) with Lineys witnessed a natory of mess behaviors coverus other men onto work or path from his processing and commit operative pinetro (what homes)—in a one-to-one meeting with Wigm site has other algorithms facultive Director (Mark homes)—in a one-to-one meeting with Ms. Dowely to discuss fundating for ready to Learn and outline the What's the Dual learnt party, she reade comments and gestings to question his processional ability—instructing that his giblio speech was too long and drawn out to hold people's attaction and properly communicate. DETA products and services, and that she should be scheduled in his place, and now
- 2. In during a maeting with Lyon Bush where I had outlined personnel wito could possibly participate in the launch party, I listed personnel from both organizations (OETA and the OETA to during a maeting with Lyon Bush where I had outlined personnel with could personnel with their fitter. Upon seeing this, Ms. Bush began to laugh loudly and went to Ms. Leak and looked at me attains, "you quys were only given those titles so that you could have witness for herself. Upon reviewing this information is page, Ms. Leak plot depay to laugh and looked at me attains, "you quys were only given those titles so that you could have witness for herself. Upon reviewing this indicates the page, Ms. Leak page to the looked at me attains, "You quys were only given those titles so that you could have witness for herself. Upon reviewing the indicates the looked at me attains, "You quys were only given those titles so that you could have witness for her seemed and engaged in the response, I turned the experience list me feeling highly defined and elementary that here is a conversation to gain the appropriate and demonstrated in the definition of the page of the

Bacause of Me; Dowdy and her staffs behaviors, I am extremely uncomfortable interacting with them in any way, for any reagon. I feet that due to the freshment that I am now receiving from them is a form of discrimination (hostile work environment) because I have only witnessed these behaviors from Me, Dowdy towards other men. According to the EEOD harassment includes:

Harasment is unwelcome conduct that is based on race, color, religion, sex (including pragnancy), nalidnaterique, age (40 or ciden), glashilly or genetic information. Harasment becomes unlawful where 1) enduring the offendive conduct becomes a condition of continued employment, or 2) the conduct is severe or pervealed enough to weath a work anythornment that a resignable person would consider intimidating, health, to shall be a conduct in a severe or pervealed enough to work or making the property of the conduct is severe or pervealed enough to work or making the property of the conduct is severe or pervealed enough to sell a work anythorn of the pervealed enough to sell a severe or pervealed enough to sell the property of the pervealed enough to sell a severe or pervealed enough to sell the property of the pervealed enough to sell a severe or pervealed enough to reliable to the pervealed enough to sell a severe or perveal

Petry slights, annoyances, and isolated incidents (unless extremely serious) will not fise to the level of illugality. To be unlevely, the conduct must create a work environment that would be infimidating, hostile, or offensive to reasonable people.

Offensive conduct may include, but is not limited to, offensive jokes, sturs, opithets or name calling, physical assaults or streats, intimidation, indicate or markery, insulis or put-downs, offersive objects or pictures, and interference with work performance-

As stated above, Ms. Dowdy's behavior is clearly interfering with my stilling to perform the duties associated with my position here at OETA as I am the person who is responsible for all notices and institutions on behalf of OETA. Because of this and the strain caused by the unwarrented change in deadline for What's the Deal, I was forced to request that my department be removed from the project,

Curtis L. Calvin

Vice President of Education and Quireach QETA



Garrett King ≤

Fwd: Mosaic Review

Polly Anderson To: "Mr. Garrett King" Thu, Feb 22, 2018 at 9:30 AM

FYI -

- Polly

Begin forwarded message:

From: Bill Perry Date: February 21, 2018 at 9:17:17 PM CST

>, Polly Anderson To: Polly Anderson Bill Perry

Sabject: Mosaic Review

The overall impression of the "Mosaic" episode was that it fell quite a bit short of its potential, considering what it could have been. This program would never have left the OETA documentary department without considerable revision. Some problems:

- The story-line, or plot, is unclear. There is a clutter of topics rather than a planned content arc from beginning to middle to end. This indicates a lack of planning, scripting and oversight by whoever had that duty, if anyone. Was anyone with credentials and a plan really in charge?
- Photography was good in moments, but always restless. Visuals were constantly moving in or out, left or right.
- Editing was distracting, especially in the interviews, which were often double boxed without purpose. Other "gimmicky" editing techniques were also used that were jarring to viewers.
- Use of natural sound was nonexistent, but numerous opportunities were there. Unedited drone footage is always silent, but can be supported by sounds other than music. Just using nature sounds, room sounds and street sounds transport viewers to the location.
- No interaction with real people, just officials who had a self-serving point of view. Crowds of people were shown, but no one spoke on camera.
- At least a third or more of the content seemed like a mall commercial which was encouraging shopping, not educating. This part looks like an infomercial not a documentary. Is this a program commissioned by a chamber of commerce?
- The best content (history of the Osage) was buried in the middle.

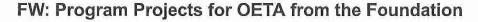


- The credits were ridiculously long, as if that made the program look more important. The crediting of irrelevant names was absurd. Everyone employed by the Foundation was given a sometimes nebulous credit, even including the custodian and maintenance man. Now that is ridiculous.
- It's obvious a lot of money was spent to complete this, including
 commissioning an artist to create a real mosaic logo (which could have just as
 effectively been generated electronically with actually more creative control
 and brighter colors). Overall, it was money not well spent with apparently no
 guidance or oversight from anyone who has experience creating TV programs
 and an understanding of OETA's mission for its viewers.
- There is a lot more, but the best Mosaic description is that this program
 represents a wasted opportunity to do it right as an exploration of an
 Oklahoma community, its people, its history, and its renaissance. This
 program comes off as a phone book being marketed as a novel; there's a lot
 of talk but no story.

Bill Perry
OETA VP Content Production
49 Years experience in Television
Founder of OETA Documentary Department
8-time Emmy winner



Garrett King <



Mark Norman
To: Garrett King
Cc: Mark Norman

Mon, Feb 13, 2017 at 11:15 AM

Garrett and Barry:

I do not want to send you gentlemen a daily email as we approach the retreat. But the two emails below are ones I think you both need to read. I send Mrs. Dowdy a note about the fact she continues to move forward on programming projects using AUTHORITY STAFF with very little planning and in most cases no budgets attached to the projects. You can read my note asking her to stop for now and for she and I to meet to discuss the details of the projects. You can see the very unprofessional email reply she sent me in response. This lack of communications was serious problem between Mrs. Dowdy and Mr. Schiedel. I saw and heard about it but now being in the ED position and trying to do what the board has ask me to do I am having issues with Mrs. Dowdy and her desire to push forward on projects using the Authority Staff who are already few in number and very busy. She does not seem or want to understand this and continues to not want to work with Bill Perry, VP of Local Content. You can see her negative statement about his department and his documentary staff.

'Barry Beauchamp

As you go forward with the retreat this issue must be addressed or nothing will be accomplished. It makes me sad to have to send this note to you two gentlemen but I think it is at the root of the problem between the Foundation and the Authority.

Mark Norman

Interim Executive Director

Oklahoma Educational Television Authority

Office 405

بسيق نيا

Website | Facebook | Twitter | Instagram

cid:image001.png@01D281E9.94662190

THE BEST IS YET TO COME ON OFTA FESTIVAL 2017

Hamilton's America, Victoria, Brit Floyd, BrainFit and Much More Only on OETA This March!

Support Smart TV & Shows You Love at OETA.tv

From: Daphne Dowdy

Sent: Friday, February 10, 2017 7:06 PM

To: Mark Norman

Subject: Re: Program Projects for OETA from the Foundation



Mark,

Thank you for this delightfully succinct complaint.

This is disappointing coming from you. It sounds a lot more like Bill Perry. I will admit I expected this type of pushback when I dared to suggest to your group today that the documentary team consider contributing to the quite-promising RARE project, increasing their annual production output from a whopping two hours to two hours and 15 minutes. Which could possibly, for the record, be the worst ROI in television history.

Sadly, most of your facts below are incorrect and I'll-informed but I don't have the patience to correct them.

You can be assured that you will hear nothing further from me or my team on these projects or anything else.

And if you'd like us to cancel Festival so Bill doesn't have to get those cameras manned, we will be happy to oblige.

Daphne

On Feb 10, 2017, at 6:01 PM, Mark Norman



Daphne,

I am not sure how to say this other than to be straight forward. Today I have seen three new programming ideas come across my desk. 1. This Rare – Creatures of the Photo Ark, 2. the Journalism Project with other state public media organizations and 3. VP Curtis Calvin tells me that you, Kelly Burley at KOSU and he met in Tulsa to discuss a kids music project in October. Plus we have two other projects "What the Deal" and the "Lyric Theater Project" that also have started with very little planning, no budget and little consider of the time it takes for "Authority Staff" to get these projects completed.

The OETA Authority board has ask me to keep the station going and to hold steady on projects. The Board Retreat has as one of the topics that involvement the Foundation's has in the stations Programming which decisions on OETA.

Bill Perry and I both looked at the Rare Creatures Project and since it requires our existing staff to do more to make it happen with no additional staff it makes no sense to me. A grant that has no budget to support people to do the project is just not going to work. Anyone can apply for a grant but having a plan to make the project a reality is what has to happen. Our staff members in the Documentary and News area are as low in number as we have been for years. To ask them to do more would require them not to do what they are required to do with our current programming or we would have to pay over-time and they would work extra hours. I am not in support of more projects without more help or a budget.

In the Festival meeting the other day Bill Perry told us he had to find 8 volunteers from "other stations" in town to fill holes in the Festival Schedule because we do not have enough OETA staff to fill the Festival

holes. We really need to think about our mission and make sure we have staff to get the projects completed before we go forward with new projects.

The Journalism Project that you discussed with me a when I first started in October involved a CPB \$100,000 grant you said you wanted to apply for to study the potential for a Journalism collaboration. I guess we did not get that grant because I have heard no more about it?

So now you ask me to sign a letter of agreement to try and work with other Oklahoma Media to see if we can make the Journalism gathering of public media more effective in Oklahoma. I am willing to meet with the others you talked to and presented the letter to this week on the Journalism collaboration. But with the OETA Journalism staff at 6 people and struggling weekly to get out the 30 minute newscast adding anything to their workload would be a problem. The funds to make a project like this go forward would need to be considered as we are at a point where state funding for OETA for next year is still unknown. We may need programming raised on air to funding the daily operation of the OETA network going forward if the state budget is cut more. Making investments in a Journalism project needs a budget that does not away needed funds or staff from our current and future operation.

The project with Curtis and his staff was never discussed with me so I know nothing about it. Curtis came in today to say he would try to work on it but he has several other projects going during the year that he feels are his mission. He says he does not have a staff or money to do another project and he feels his work during the year keeps his staff busy. When was this project ever presented to OETA management and how will OETA benefit for the project and will it cost money?

My suggestion is we hold all new project discussion of programming ideas that the Foundation has for the Authority Staff. After the retreat if the Board's both think the Foundation to continue to come up with programming ideas then we can discuss a plan on how this can be done in a manner that does not involve the programs going forward without a budget and enough staff to do the work on the project. Coming up with programming ideas that have no budget and not staffing requirements listed in detail needs to stop. It ends up making staff angry and they feel like they are being taken advantage of.

I now have Jessi asking me for more help to finish the "What's the Deal Programs". This may be justified but once again it needed to be discussed and funding sources identified. We have started the Lyric Theater project a small project but it takes OETA Authority staff to make it happen during a very busy time of the year, THE FESTIVAL. I have seen no budget on the project? The production department and your staff came up with this idea but at this point I have not seen a budget for that project and I am concerned about Jeff's time and overtime during THE FESTIVAL. He is the senior director for The Festival which the Foundation needs to make the show happen.

Once again moving forward and using the Authority Staff without taking into account their job descriptions and tasks they already have been assigned is causing problems and concerns. I trust you understand my comments in this note as this is an effort to get you to look at what you are asking and to do what the Authority Board has ask me and you to do and that is to hold steady and keep the station going and not starting any major projects.

I welcomed a discussion at any time. I do not want us to have a conflict over this issues. I want to talk about a solution.

Mark Norman

Interim Executive Director

Oklahoma Educational Television Authority

Office Religion College

Website | Facebook | Twitter | Instagram

<image001.png>

THE BEST IS YET TO COME ON OFTA FESTIVAL 2017

Hamilton's America, Victoria, Brit Floyd, BrainFit and Much More Only on OETA This March!

Support Smart TV & Shows You Love at OETA.tv

From: Daphne Dowdy

Sent: Friday, February 10, 2017 3:45 PM

To: Mark Norman

Subject: RE: \$10K Station Stipend Opportunity | Rare - Creatures of the Photo Ark

No. The money comes in and is expended like any other grant money. This grant covers content and related outreach. We wouldn't hire this out. It would be in-house production if anything.

From: Mark Norman

Sent: Friday, February 10, 2017 3:40 PM

To: Daphne Dowdy Cc: Mark Norman

Subject: RE: \$10K Station Stipend Opportunity | Rare - Creatures of the Photo Ark

Interesting project. How does this work? Who gets the Stipend? Do we hire someone to shot the project once our idea is approved and they just accept what we give them? Giving a Stipend to existing staff I do not think would be possible but would have to check. Idea is very interesting. I guess we are looking for a match of the \$10,000 before we can make application via the RFP?

Mark Norman

Interim Executive Director

Oklahoma Educational Television Authority

Office 405

Website | Facebook | Twitter | Instagram

<image001.png>

THE BEST IS YET TO COME ON OETA FESTIVAL 2017

Hamilton's America, Victoria, Brit Floyd, BrainFit and Much More Only on OETA This March!

Support Smart TV & Shows You Love at OETA.tv

From: Daphne Dowdy

Sent: Friday, February 10, 2017 9:38 AM

To: Bill Perry

Cc: Mark Norman; Robyn Tower; Lynn Bush

Subject: FW: \$10K Station Stipend Opportunity | Rare - Creatures of the Photo Ark

All,

WGBH has issued an RFP for projects around RARE - Creatures of the Photo Ark. We have a close relationship with the OKC Zoo and Kirkpatrick Foundation has sponsored Rare in the past. We might have an opportunity to partner with these folks to enhance the \$10,000 stipend, should we receive one, and do something big.

Bill,

Have a look at the RFP below and let me know if your team has ideas for content that would meet the parameters of the stipend.

Robyn and Lynn,

Thoughts? This is a June/July turnaround so that timeline may take Kirkpatrick out of the mix.

Daphne

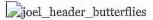
From: WGBH Station Relations [mailto:station_relations@wgbh.org]

Sent: Friday, February 10, 2017 9:15 AM

To: Daphne Dowdy

Subject: \$10K Station Stipend Opportunity | Rare - Creatures of the Photo Ark





Apply for a Rare - Creatures of the Photo Ark \$10K stipend!

Beginning today, your station can apply for **one of ten, \$10,000 grants to create local content and engagement activities** around the highly-anticipated broadcast of *Rare - Creatures of the Photo Ark* in June/July 2017.

Rare - Creatures of the Photo Ark is a unique look at endangered animals, birds, reptiles around the globe through the eye—and the lens—of author and National Geographic photographer Joel Sartore. Joel's been on an 11-year quest to create the Photo Ark, a "digital collection" of the world's species.

photo ark_banner

Details on how to apply for a \$10,000 stipend and the requirements for submitting a proposal are available here. Please read through all instructions before submitting your application. Here is a sneak-peek video that takes you to New Zealand where Joel treks into a forest with animal conservationist Tracey Dearlove to find endangered Rowi Kiwi nests.



The deadline to submit your station's proposal is March 10, 2017 and recipients will be announced in late March 2017.

Apply for a \$10,000 station stipend

<imageoo3.png>

If you have any questions about the RFP or Rare - Creatures of the Photo Ark, please let us know.

Best regards,

Bara & Alexis **WGBH Station Relations**





WGBH Station Relations One Guest Street Boston, MA 02135

Unsubscribe

4 attachments







image003.png 2K

OKLAHOMA EDUCATIONAL TELEVISION AUTHORITY

FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED JUNE 30, 2017 AND 2016

TOGETHER WITH INDEPENDENT AUDITOR'S REPORT

OKLAHOMA EDUCATIONAL TELEVISION AUTHORITY
STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET POSITION
FOR THE YEARS ENDED JUNE 30, 2017 AND 2016

		2017		2016	
OPERATING REVENUES: Subsidy from OETA Foundation Telecasting, production and other income State grants Total operating revenues	\$	1,626,014 274,361 287,109 2,187,484	\$	1,813,137 393,650 299,986 2,506,773	
OPERATING EXPENSES: Programming and production Broadcasting and technical Viewer support Depreciation Administration Total operating expenses		1,755,923 3,186,091 10,820 1,603,414 525,851 7,082,099	7 c Alon	1,884,452 3,094,290 89,052 1,838,342 574,024 7,480,160	
Operating loss	8	(4,894,615)		(4,973,387)	
NONOPERATING REVENUES (EXPENSES): State appropriations In-kind contributions Net nonoperating revenues (expenses)	3 	2,905,787 379,515 3,285,302		3,153,848 368,461 3,522,309	
Income (loss) before other revenues, expenses, gains and losses		(1,609,313)		(1,451,078)	
Capital contributions received through OETA Foundation subsidy		815,307		168,716	
Change in net position		(794,006)		(1,282,362)	
NET POSITION, BEGINNING OF YEAR		7,932,746		9,215,108	
NET POSITION, END OF YEAR	\$	7,138,740	\$	7,932,746	

The accompanying notes are an integral part of these financial statements.

OKLAHOMA EDUCATIONAL TELEVISION AUTHORITY COMPONENT UNIT STATEMENTS OF ACTIVITIES (OETA FOUNDATION) FOR THE YEARS ENDED JUNE 30, 2017 AND 2016

	2017			2016			
	Temporarily		Temporarily				
20.	Unrestricted	Restricted	Total	Unrestricted	Restricted	Total	
SUPPORT AND REVENUES					0 100 501	⊕ 2 04E 110	
Contributions	\$ 4,305,288	\$ 6,032	\$ 4,311,320	\$ 3,654,527	\$ 190,591	\$ 3,845,118	
Grants	121,369	1,610,277	1,731,646	47,960	1,644,502	1,692,462	
Interest and dividends	352,470	(. e :	352,470	393,021	•	393,021	
Realized and unrealized gain (loss)			CONTROL OF SUBSEC	(c=n no.c)		((70.02/)	
on investments	2,396,356	*	2,396,356	(679,936)	•	(679,936)	
Underwriting revenues	553,712	w	553,712	412,960	₹.	412,960	
Rental-affiliate	231,730	=	231,730	231,730	=	231,730	
Other	246,523		246,523	192,570	<u> </u>	192,570	
Net assets released from restrictions							
and transfers	1,873,938	(1,873,938)		1,643,293	(1,643,293)		
Total support and revenues	10,081,386	(257,629)	9,823,757	5,896,125	191,800	6,087,925	
PROGRAM SERVICES				1 001 040		1,981,853	
Subsidy to OETA	2,441,321	*	2,441,321	1,981,853			
Programming and production	2,210,486	2	2,210,486	2,104,229	•	2,104,229	
Bugincering	20	<u>#</u>	20	5,305		5,305	
Program information	82,473	*	82,473	87,888		87,888	
Special projects	234,158		234,158	39,525		39,525	
Total program services	4,968,458	¥	4,968,458	4,218,800		4,218,800	
SUPPORTING SERVICES						202 22 2	
Administration and general	959,456	ii.	959,456	815,135	ě	815,135	
Fundraising; Solicitation	913,127	29	913,127	817,531	4	817,531	
Membership services	403,185	24	403,185	409,310		409,310	
Total fundraising expense	1,316,312		1,316,312	1,226,841		1,226,841	
Total supporting services	2,275,768		2,275,768	2,041,976		2,041,976	
Total expenses	7,244,226		7,244,226	6,260,776		6,260,776	
CHANGE IN NET ASSETS	2,837,160	(257,629)	2,579,531	(364,651)	191,800	(172,851)	
NET ASSETS, BEGINNING OF YEAR	35,695,867	2,647,679	38,343,546	36,060,518	2,455,879	38,516,397	
NET ASSETS, END OF YEAR	\$ 38,533,027	\$ 2,390,050	\$ 40,923,077	\$ 35,695,867	\$ 2,647,679	\$ 38,343,546	

The accompanying notes are an integral part of these financial statements

OKLAHOMA EDUCATIONAL TELEVISION AUTHORITY

FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED JUNE 30, 2018 AND 2017

TOGETHER WITH INDEPENDENT AUDITOR'S REPORT

OKLAHOMA EDUCATIONAL TELEVISION AUTHORITY

STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET POSITION FOR THE YEARS ENDED JUNE 30, 2018 AND 2017

		2018		2017	
OPERATING REVENUES: Grant revenue passed through OETA Foundation Subsidy from OETA Foundation Telecasting, production and other income State grants Total operating revenues	\$	961,142 374,802 609,279 	\$	1,017,574 608,441 274,361 287,109 2,187,485	
OPERATING EXPENSES: Programming and production Broadcasting and technical Viewer support Depreciation Administration Total operating expenses	,,.	1,683,835 2,783,275 45,195 1,584,149 810,281 6,906,735		1,755,923 3,186,091 10,820 1,603,414 525,851 7,082,099	
Operating loss NONOPERATING REVENUES (EXPENSES): State appropriations In-kind contributions Net nonoperating revenues (expenses)		2,701,885 379,515 3,081,400	· · · · · · · · · · · · · · · · · · ·	2,905,787 379,515 3,285,302	
Income (loss) before other revenues, expenses, gains and losses Capital contributions: Grant funds passed through OETA Foundation OETA Foundation subsidy	2 <u>15</u>	(1,880,112) 834,205 7,764	:3-	(1,609,312) 418,425 396,881	
Change in net position NET POSITION, BEGINNING OF YEAR NET POSITION, END OF YEAR	\$	(1,038,143) 7,138,740 6,100,597	\$	(794,006) 7,932,746 7,138,740	

The accompanying notes are an integral part of these financial statements.

OKLAHOMA EDUCATIONAL TELEVISION AUTHORITY COMPONENT UNIT STATEMENTS OF ACTIVITIES (OETA FOUNDATION) FOR THE YEARS ENDED JUNE 30, 2018 AND 2017

		2018			2017			
		Temporarily			Temporarily			
	Unrestricted	Restricted	Total	Unrestricted	Restricted	Total		
SUPPORT AND REVENUES	70 N DOM NA 4		e 4262 700	\$ 4,305,288	\$ 6,032	\$ 4,311,320		
Contributions		\$ -	\$ 4,363,708	121,369	1,610,277	1,731,646		
Grants	578,086	1,456,429	2,034,515	352,470	1,010,271	352,470		
Interest and dividends	386,332	> # %	386,332	332,470		22.17		
Realized and unrealized gain (loss)	to commence		1 7741 005	2,396,356		2,396,356		
on investments	1,741,825		1,741,825	553,712	-	553,712		
Underwriting revenues	533,261	•	533,261		-	231,730		
Rental-affiliate	231,730	-	231,730	231,730		246,523		
Other	45,904	-	45,904	246,523	-	240,723		
Net assets released from restrictions		(1,526,750)		1,873,938	(1,873,938)			
and transfers	1,526,750		9,337,275	10.081,386	(257,629)	9,823,757		
Total support and revenues	9,407,596	(70,321)	9,531,213	70,001,500	(201,022)			
PROGRAM SERVICES	0.107.010		2,177,913	2,441,321	-	2,441,321		
Subsidy to OETA	2,177,913		2,172,584	2,210,486) = (2,210,486		
Programming and production	2,172,584	-	2,172,384	20	-	20		
Engineering	220	-	79,461	82,473	:=-	82,473		
Program information	79,461			234,158	1941	234,158		
Special projects	140,608		140,608	4,968,458		4,968,458		
Total program services	4,570,786	-	4,570,786	4,900,426		1,500,150		
SUPPORTING SERVICES Administration and general	1,024,390	_	1,024,390	959,456	: -	959,456		
Fundraising:	The state of the s			913,127	· ·	913,127		
Solicitation	1,030,380		1,030,380	403,185		403,185		
Membership services	341,414		341,414			1,316,312		
Total fundraising expense	1,371,794	-	1,371,794	1,316,312 2,275,768		2,275,768		
Total supporting services	2,396,184	-	2,396,184			7,244,226		
Total expenses	6,966,970		6,966,970	7,244,226		1,244,220		
CHANGE IN NET ASSETS	2,440,626	(70,321)	2,370,305	2,837,160	(257,629)	2,579,531		
NET ASSETS, BEGINNING OF YEAR	38,533,027	2,390,050	40,923,077	35,695,867	2,647,679	38,343,546		
NET ASSETS, END OF YEAR	\$ 40,973,653	\$ 2,319,729	\$ 43,293,382	\$ 38,533,027	\$ 2,390,050	\$ 40,923,077		

STATE OF OKLAHOMA

VEHICLE IDENTIFICATION NUMBER 3GYFNHE37DS529807

YEAR 2013

MAKE CADI TITLE NO.

BODY TYPE

MODEL

DATE 1st SOLD

557913282016A DATE ISSUED

UT

SRX

02/10/2014

AGENT NO.

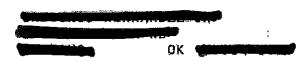
0924

QDOMETER 1613 ACTUAL

TYPE OF TITLE TRANSFER

DATE INS. LOSS OR SALVAGE

NAME AND ADDRESS OF VEHICLE OWNER



THIS VEHICLE IS SUBJECT TO THE FOLLOWING LIEN(S):

01/21/2014 11:00 TINKER FEDERAL CREDIT UNION

It is hereby certified that according to the records of the Oklahoma Tax Commission, the person named hereon is the owner of the vettlele described above which is subject to a lien(s) as shown; however, the vehicle may be subject to other hear or security interests.

CONTROL NO.

140410924A3359



(This is not a title number)

IF REGISTERED OWNER (SELLER) IS A LICENSED DEALER, PLACE OKLAROMA MOTOR VEHICLE TAX STAMP HERE

ASSIGNMENT OF TITLE BY REGISTERED OWNER

(If Dealer, List License # Here:

I/we hereby assign and warrant ownership of the vehicle described on this certificate to the following, subject only to the liens or encumbrances, if any, properly noted on this certificate

Purchaser(s) Name (Type or Print).

Actual Purchase Price of Vehicle:

Purchaser(\$) Complete Address:

I partify to the best of my knowledge that the ODOMETER READING reflected on the vehicle's adometer and listed below is the ACTUAL MILEAGE of the vehicle UNLESS one of the accompanying statements is checked

1 The odometer has exceeded its mechánical lithits.

2. The odometer reading is NOT the actual mileage, Warning-

Printed Name of Seller(s): EYequicio

Subscribed and Sworn to Before me the

Commission Expiration:

Notary Public.

Notarization required only of seller's signature(s). Affix notary seal/stamp to the right.

Signature of Buyer(s): 3

Printed Name of Buyer(s):







MOSAIC OKLAHOMA
PAWHUSKA
OETA Festival 2018

wardnesday March z John

HOW TO WATCH - FULL SCHEDULE



THE BROKE FROM AN AND ADDRESS OF THE PROPERTY OF THE PROPERTY

కా మైక్ లో 1 కా కిట్ కి మైన కు కొన్



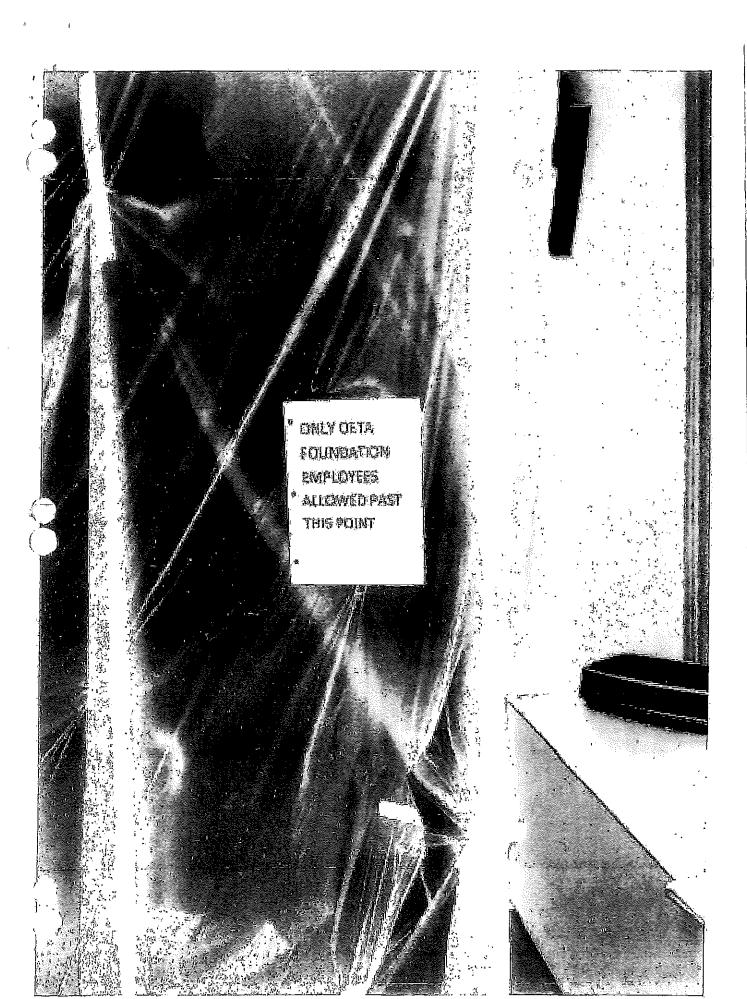


Contract of the Street Contract of the Contract of States (Contract of States)

CONFERENCE ROOM

ONLY OETA
FOUNDATION
EMPLOYEES
ALLOWED PAST
THIS POINT

EXHIBIT Spingles





December 14, 2018

Via Hand Delivery

Oklahoma Educational Television Authority Foundation ("Foundation") Daphne Dowdy President 7403 N. Kelley Ave., Oklahoma City, OK 73111

Ms. Dowdy,

This letter provides notice to the Foundation that it must vacate the premises at 7403 North Kelley Ave., Oklahoma City, Oklahoma, by January 13, 2019. The Foundation has no legal right to alter the physical building or occupied spaces in any manner and must cease and desist any attempt to alter the premises.

Sincerely,

Garrett King

Janete King

Chair, Board of Directors

cc: via electronic mail
Rob Krier - V.P. Chief Operating Officer - Griffin Television
OETA Board of Directors
OETA Foundation, Inc. Board of Trustees







December 29, 2018

The Oklahoma Educational Television Authority Attention: Mr. Garrett King, Chairman of the Board 7403 North Kelley Avenue Oklahoma City, Oklahoma 73111

Re: Premises at 7403 North Kelley Avenue, Oklahoma City, Oklahoma

Dear Mr. King:

The Oklahoma Educational Television Authority Foundation, Inc. ("Foundation") has received the letter which you issued on behalf of OETA dated December 14, 2018, which, among other items, demands that the Foundation vacate the premises by January 13, 2019.

OETA has no right to demand that the Foundation vacate the premises and, as such, the Foundation will not do so.

The Foundation finds no document in its possession prohibiting it from making alterations to the physical building or occupied spaces. Even if an agreement with such a prohibition exists, OETA has, over the years, waived it. You are aware that not only has the Foundation made material alterations to the building over the years, with full knowledge and consent of OETA, but also that the Foundation built, with its funds, a substantial portion of the building.

Regards,

Daphne Dowdy President & CEO

EXHIBIT

Solidor

Sol

LEASE AGREEMENT

THIS LEASE AGREEMENT, made and entered into effective this the day of vost, 2006, by and between GRIFFIN TELEVISION OKC, LLC, an Oklahoma limited liability company, hereinafter referred to as "Lessor", and OKLAHOMA EDUCATIONAL TELEVISION AUTHORITY, created by 70 O.S. 2001, § 23-101 et seq., hereinafter referred to as "Lessee";

WITNESSETH:

In consideration of the rents and covenants hereinafter referred to, the Lessor does hereby demise and let unto Lessee all of the following described real property and premises ("Leased Premises") situated in Oklahoma County, State of Oklahoma, to-wit:

A part of the Northeast Quarter (NE/4) of Section 3, Township 12 North, Range 3 West of Indian Meridian, in Oklahoma County, Oklahoma, and said part being more particularly described as follows:

Beginning at a point 1328.5 feet West and 827.25 feet south of the Northeast Corner of the Northeast Quarter (NE/4) of Section 3, Township 12 North, Range 3 West; thence South 350 feet; thence East 275 feet; thence North 350 feet; thence West 275 feet to the point or place of beginning;

To have and to hold the same, together with all the rights, privileges, easements and appurtenances thereunto attaching and belonging unto the said Lessee for a term of one (1) year commencing on the 1st day of January, 2004, the said Lessee paying rent therefor and yielding possession thereof as hereinafter provided.

The said Lessee, in consideration of the leasing of said premises aforesaid, does hereby covenant and agree to and with the said Lessor to pay rent in the sum of One Dollar (\$1.00) per year, payable annually in advance.

It is understood and agreed that Lessee shall use the above-described premises solely for purposes reasonably connected with the construction and operation of a noncommercial educational television broadcast station, including the erection thereon of necessary studio, broadcasting, transmitting and other facilities and, in this connection, it is understood and agreed that Lessee shall retain title to all improvements placed by it upon the leased premises and shall have the right and privilege of removing any or all of said improvements upon the termination of this lease, except as hereinafter specifically limited.

It is further understood and agreed that Lessee shall have, and there is hereby granted unto Lessee, the right of ingress and egress to and from the Leased Premises over and across adjoining property of Lessor immediately south thereof, to the extent reasonably necessary to provide access to the above-described Leased Premises to

and from Northeast 73rd Street, Oklahoma City provided that Lessor retains the right to designate the location of such ingress and egress so that it does not unreasonably interfere with Lessor's use of such property.

There is also hereby granted unto Lessee the easement, right and privilege to lay and maintain all necessary utility lines and transmission lines over and across adjoining property of Lessor provided that Lessor retains the right to designate the location of such lines so that they do not unreasonably interfere with Lessor's use of such property and to and upon the television broadcasting tower erected by Lessor upon adjoining property and an easement, right, privilege and license to install and maintain upon Lessor's said television tower all necessary cables, antenna system and other necessary broadcasting equipment provided that such lines, cables, antenna system and other equipment shall not interfere with Lessor's use of such tower. In this connection, however, it is understood and agreed that, to the extent allowed by law, the cables, antenna system and other broadcasting equipment appurtenant thereto which Lessee proposes to install and maintain upon Lessor's television tower will necessarily become an integral part of said television tower and cannot be removed therefrom without causing substantial damage to said television tower and causing substantial and costly interruption of Lessor's broadcasting activities and that, by reason of such unavoidable damage to Lessor, Lessee will not be permitted to remove any part of its said cable, antenna system and broadcasting equipment appurtenant thereto once it is in place on Lessor's television tower, except with the express written consent of Lessor, so long as said tower is used by Lessor for broadcasting purposes.

It is further understood and agreed that Lessee's agents and employees shall not be permitted to go upon any portion of Lessor's television tower without the express consent of Lessor, provided, however, that permission by Lessor to Lessee to go upon said television tower shall not be unreasonably withheld and that nothing herein contained shall prohibit Lessee from resorting to any court of competent jurisdiction to compel Lessor to give such consent. It is further understood and agreed that all labor performed in installing and maintaining Lessee's equipment upon Lessor's television tower shall be at all times performed by personnel approved by Lessor, but at the expense of Lessee.

Lessee assumes all risk of damage to any property which is placed on the Leased Premises by Lessee and understands Lessor shall darry no insurance on the personal property and equipment of Lessee.

For the purpose of clarifying the terms and tenor of this agreement the parties hereto stipulate and agree that the annual rental hereinabove provided is nominal and disproportionate to the actual rental value of the leased premises and the easements, rights, privileges and licenses granted to Lessee in connection therewith; that the leased premises are bordered on three sides by the premises retained by Lessor for operation of a commercial television station and that the execution of this agreement by Lessor is

a public service designed to assist Lessee to provide non-commercial, educational television broadcasting facilities and that lessor could not, in the exercise of ordinary prudence and business judgment, be a party to this agreement unless it were definitely understood that Lessee will confine its activities to providing noncommercial facilities which will not compete with the activities of Lessor. For this reason, it is stipulated and agreed that if Lessee ceases operation of a noncommercial educational television broadcast station upon the leased premises described above, or engages or attempts to engage in any commercial broadcasting activities upon the leased premises, or charges or receives compensation from advertisers or other profit making organizations for television time on Lessee's facilities, then, and in any of such events, this agreement and lease shall automatically terminate and Lessee shall forthwith deliver up possession of the leased premises to Lessor, with the privilege of removing all of its improvements, facilities and equipment; provided that Lessee's equipment upon Lessor's television tower shall not be removed except under the conditions hereinabove set out, and provided that Lessee's other equipment shall only be removed at such times and under such conditions as will not interfere with Lessor's operations on its retained premises adjoining the leased premises.

It is further understood and agreed that should Lessor cease using its television tower on the leased premises, then this agreement and lease shall automatically terminate under the same terms and conditions as if Lessee ceased operations of a noncommercial educational television broadcast station.

Lessee is hereby granted the option and privilege of automatically renewing this lease for twenty-five (25) successive one (1) year periods, upon the same terms and conditions, unless Lessee shall give written notice at least one (1) year prior to the expiration of this lease or any automatic renewal thereof. Notwithstanding anything in this Lease to the contrary, this Lease shall automatically terminate in the event that the Oklahoma Educational Television Authority Foundation fails to maintain the insurance that it is required to maintain pursuant to that certain Agreement of even date herewith.

The terms and provisions of this Agreement shall be binding upon the parties hereto, their successors and assigns, except that the rights and privileges granted Lessee hereunder shall not be assignable, either in whole or in part, without the express written consent of Lessor.

To the extent any limitation of liability contained herein is construed by a court of jurisdiction to be a limitation of liability or agreement to indemnify, in violation of Oklahoma law, such limitation of liability shall be void.



EXECUTED in multiple originals the day and year first above written.

LESSOR: GRIFFIN TELEVISION OKC, LLC

By President

LESSEE: OKLAHOMA EDUCATIONAL TELEVISION AUTHORITY

By Course Director



OFTA moves to dissolve ties to fundraising group

Fight over control, accountability triggers court battle

klahoma's public television network has abandoned its longtime fundraising nonprofit and moved to create a new organization.

After internal conflicts with its sibling foundation exploded into a legal skirmish, the nine-member Oklahoma Educational Television Authority Board voted unanimously Jan. 8 to sever ties with the OETA. Foundation, which has raised more than \$67 million for the state networksince 1982.

The OETA board executive committee incorporated a new fundraising nonprofit, Friends of OETA, Nov. 30. The next week the OETA Foundation filed a petition with the District Court of Oklahoma City that revealed continuing conflicts between the sibling organizations over a range of issues, including content production and management of the pubcaster's CPB Community Service Grants.

Subsequent filings also expose the bit-

terness between Polly Anderson, executive director of the OETA since last year, and Daphne Dowdy, president of the OETA Foundation since 2014.

"The once-cooperative and courteous relationship between OETA and the OETA Foundation Inc. has deteriorated dramatically," the OETA Board said in a Jan. 9 statement.

The foundation asked the court for a declaratory judgment to define its relationship with OETA. The network responded earlier this month in documents that detail problems that have intensified since Anderson's arrival.

On Dec. 14, the OETA Board demanded that the foundation vacate OETA's building, where the foundation leases space, by Jan. 13.

"It is unfortunate we had to take this action," said OFTA Board Chair Garrett King in a statement, "We were left with no other option after the OFTA Foundation began changing locks, attempting to make alterations to OFTA's building, denying access to part of OFTA's building, interfering

Continued on page 10



OETA

Continued from page 1.

with day to day operations and attempting to hack OETA's computer network."

But the foundation didn't heed the eviction notice and intends to stay put. "We don't have a lease with OETA," Dowdy told Current after the deadline passed to leave the building. "OETA Foundation built our office space decades

ago. We have maintained, insured and occupied our space since the 1980s."

The OETA board's action to cut ties "does not dissolve the foundation," Dowdy said. "We are a separate, independent organization."

The foundation plans to continue its work in support of OETA, Dowdy said.

"The foundation, our board of trustees and our staff remain

OBTA's biggest fans," Dowdy said. "We support OETA in good times and in hard times."

Anderson said in an email to Current that the network "will pursue all legal avenues to enforce the removal of the foundation."

Friends like these...

In its initial December petition, the foundation alleged that OETA is attempting to "obtain complete and unfettered control" over the foundation's assets through a proposed update to their 1992 memorandum of understanding.

The two organizations have been discussing the new MOU for more than a year, King said in a statement included in court documents.

The foundation also contends that OETA was negligent in hiring Anderson as executive director last year. The organization cited documents released through an open records request to show that in 2015 Anderson was placed on administrative leave from her previous job as

executive director of WUCF in Orlando, Fla., following "allegations of misconduct."

In response to questions from Current, King emailed a statement that said in part that Anderson has the "full support" of the station board.

The foundation, King said, "has rebuffed all attempts" to negotiate a new MOU.

Nonprofits devoted to station fundraising, often known

as friends groups, are "very common" for public broadcasters licensed to state governments or universities, said public media attorney Ernie Sanchez.

The organizations "are typically set up to avoid institutional restrictions and bureaucratic rules about fundraising and taking on projects," Sanchez said. However, for the relationships to be successful, the roles and responsibilities of both parties need to be carefully defined, Sanchez said.

Conflicts can arise when the licensee "seeks total control" of the fundraising



The once-cooperative and courteous relationship between OETA and the OETA Foundation Inc. has deteriorated dramatically."

- OETA Board statement

organization, or when the friends group "does not want to respect the legal rights of the licensee," he said.

In the case of OETA and its foundation, the two were closely tied. The foundation solicited and accepted foundation grants, corporate support and donations from individuals for OETA. Those revenues subsidized OETA's program acquisitions in full, according to the network's 2018 financial statements and auditor's report. State appropriations pay for most of OETA's operational costs, but the report anticipated a growing role for the foundation in covering these expenses as well. "As operating costs increase and if no additional state funding is received, this [foundation] subsidy will need to increase more each year," the auditor's report states.

OETA even designated the foundation as an alternate payee for its CSG payments for fiscal 2018. "A few of our CSG recipients designate their foundations as alternate payees to receive and disburse CSG funds and other funds they raise," said CPB spokesperson Letitia King.

But state network leaders felt that a new MOU was "urgently needed" to replace the 1992 agreement, which "no longer provides OETA the ... institutional control necessary" to fulfill station obligations, Garrett King said in a statement released in May, after the board passed a resolution expressing support for the MOU.

The MOU endorsed by the station board provides "an articulation of OBTA's views regarding stewardship and utilization of private gifts and sponsorships made for OBTA's benefit," King's statement said.

The agreement proposes to classify the foundation "as a component unit of OETA," and restrict its use of OETA service marks or logos, which could be revoked "at any time at OETA's sole and absolute discretion."

Sanchez, who has reviewed many similar agreements, said the proposed MOU seeks "acknowledgement that the foundation has no right to take independent action."

That "belies the whole notion" of the foundation being "a separate, independent organization," Sanchez said.