

NEK Community Broadband

Special Governing Board Meeting

October 26, 2020 - 5:30pm - 6:30pm

Attendees: See Attached List (22 voting members)

Roll Call - 3 Min called to order: 5:31

Agenda Review - 2 Minutes

Public Comment - 5 Minutes

Consent Agenda - 5 Minutes

- Approve meeting minutes
- FYI: Exec. Comm Minutes

Motion made to approve the Consent Agenda as set forth. Motioned: Michael Strait, Seconded: Dana Caspersen, Carried (22-0)

New Business - 70 Minutes

5:40 - COVID-Response Connected Community Resilience Program 2nd Grant Round Proposal (For Vote)

- The CARES funds (given by the legislature to the CUDs) needs to be spent by the end of the year.
- \$300K would be distributed equally to all of the CUDs. The NEK CUD could receive more if others do not receive it, given that the deadline for the grant proposals is not extended.
- Tilson was asked to present two proposals for this funding. One for \$300K and one for \$460K
- The first proposal given would service to 44 locations with fiber. The second is an

additional 36 locations

- This project would get customers connected to fiber by the end of the year
- Tilson has a pre-approved project with Lunenburg with the state and proposed an extension of the project into E. Concord for their proposal to the NEK CUD.
- The proposal was set with the idea that Green Mountain Power would provide make-ready costs, and the proposal is at risk.
- Tilson would like to move forward with the project.
- **Conditional Resolution: If Tilson can make the proposal happen within the confines of the CARES Grant and Tilson assumes all of the risks related to the costs. The CUD will not be assuming any costs that GMP would not be able to provide.**
- **Motion made to approve the grant application for the Connected Communities Resilience Grant Program 2nd Round. Motioned: Katherine Sims, Seconded: Kathleen Monroe, Carried (22-0)**
- The Governing Board believes the Executive Committee can approve the final agreement with Tilson without a full Governing Board special meeting. This will speed up the ability to move on the project when needed.
- **Motion made to authorize the Executive Committee to approve the final agreement with Tilson to move forward with the Connected Communities proposal, including the Conditional Resolution for Tilson in reference to cost risks. Motioned: Kathleen Monroe, Seconded: Jock Gill, Carried: (22-0)**

6:00 - Tilson Technology Management Proposal Presentation (Executive Session)

- **Motion made to move to Executive session: Motioned: Jennifer Barone, Seconded: Dana Casperson, carried: (22-0)**
- **Motion to move to exit Executive session. Motioned: Jock Gill, Seconded: Bill Piper, carried: (22-0)**

6:20 - Draft Annual Report & Budget (For Vote)

- A big thank you to the Finance Committee and Kristen Fountain for pulling together the drafted budget.
- The draft budget is largely based on previous meetings.
- It is an administrative operating structure
- VEDA is in a capital proposed budget. \$4mil with a loan guarantee behind it.
- Christine proposed when we get out of RDOF and receive the feasibility study. We can identify areas we want to move to and provide oversight for the construction. We would then start RFP for EPC (Engineering, Procuring, and Construction) vendors and construct \$4mil worth of assets next year.
- 1.5 mil of CARES funds and 1.5 mil has to be appointed by June given by the state.
- Footnote amendment to be made to the proposed budget: dependent upon favorable results from the feasibility study.
- The annual report conveys what has taken place this past year and will be presented by Public Hearing at the next Governing Board Meeting, November 12th. Notices will be given in the next couple of days
- Paul Fixx asked about the \$90,000 of "undeposited funds." The \$90,000 Undeposited funds has been deposited into the account and Kristen will update the budget before the meeting
- **Motion made to accept the draft and present it to the Public Hearing on November 12, 2020. Motioned: Paul Fixx, Seconded: Michael Strait, Carried: (22-0)**

6:30 Northern Enterprise Board Appointments (For Vote)

- Last month we presented proposed changes to the bylaws, which would move 2 CUD members to the Northern Enterprise board.
- We have been working with Lawyer: Christa Schute to transfer state and Northern Enterprise assets.
- It was suggested that we wait for the state assets before transferring the Northern Enterprise assets by Christa Schute.

- The representatives proposed are Kristen Fountain and Bill Piper.
- The long-term goal is to move the assets to the NEK CUD and disband the Northern Enterprise board. Putting Kristen and Bill on the Northern Enterprise Board is the first step.
- **Motion to appoint Kristen Fountain and Bill Piper to the Northern Enterprise Board Motioned: Jennifer Barone, Seconded: Noah Armstrong, Carried: (22-0)**

Other Business - 5 Minutes

Motion to adjourn: Motioned: Caro Thompson, Seconded: Kathleen Monroe (22-0)

Next Meeting: November 12, 2020

Information on how to access the remote meeting:

- By telephone: Dial 1-929 205 6099. When prompted enter the meeting ID: 994 1554 8419.
- By computer: Join the meeting by clicking here: <https://zoom.us/j/99415548419>. You may be prompted to enter a meeting ID: 994 1554 8419.
- By smartphone, tablet, or other device: Join meeting by clicking here: <https://zoom.us/j/99415548419>.

Please review our "Informational Handout for Remote Public Meetings" below to understand how these electronic meetings will be managed. If you wish to make a public comment but do not have the ability to comment remotely during the meeting, please email your comment(s) to the Board at board@nekbroadband.org.

To ensure smooth access, we recommend that you test your remote meeting software in advance of the meeting. **If you have difficulty accessing the meeting, please call 617-909-3408 or email board@nekbroadband.org.**

Informational Handout for Remote Public Meetings

Remote Public Meetings

All public body meetings for the NEK Community Broadband CUD will be conducted remotely via electronic means for the duration of Governor Scott's State of Emergency declaration.

Whenever feasible, the public will also be able to access and participate in the remote meetings by dialing in through telephone.

Accessing a Meeting

Please refer to each public body's notice and agenda for information on how to access a remote meeting. Please note that whether you join by telephone, computer, or device, you may be put on hold or in a waiting "room" until granted access to the meeting. You also may be muted or restricted from using any chat function until the public comment portion of the meeting.

Participation

All meetings will be conducted in accordance with the respective "Rules of Procedure" of each public body, to the extent practicable. The public body will follow its agenda and allow public attendees to participate through voice (audio) means where feasible or alternatively using any chat function during the designated public comment periods on the agenda and at other applicable times as needed.

Initially, the meeting's host/organizer will mute all participants that are not members of the public body. This is necessary to control background noise. The host/organizer will then unmute participants or allow participants to unmute themselves when invited to speak by the Chair of the public body.

Please review the following guidelines:

- The Chair will invite comment:
 - during the time designated on the agenda for public comment;
 - after the public body discusses each agenda item;
 - before the public body takes action;
 - during any open public comment period, if applicable; and
 - other times as determined by the public body.
- When a participant/attendee is unmuted, they must state their name before commenting.

If the public body successfully moves to enter an executive session, the meeting's host/organizer will then place everyone that is not part of the executive session on hold or a virtual waiting "room." This will prevent attendees from hearing or participating in the meeting during the duration of the executive session. When the public body exits executive session, the host/organizer will then grant access back to the remote meeting.

When the public body adjourns the meeting, the host/organizer will end the electronic meeting by turning off/closing the remote meeting software. Attendees will be automatically disconnected.

Minutes and other public records that were part of the meeting will be made available in accordance with VT's Open Meeting and Public Records Laws.

To learn more about Remote Public Meetings and the Open Meeting Law, please visit the Secretary of State's Municipal Assistance webpage at <https://sos.vermont.gov/municipal-division/laws-resources/covid-19-response/>.

| NEK COMMUNITY BROADBAND GOVERNING BOARD MEMBERS | | | | | | | | | | OTHER MEETING ATTENDEES | | | |
|---|---------------------|----|----|---------------------|-----|---|--------------------|---|---|-------------------------|--|--|--|
| Town | Delegate | P | V | Alternate | P | V | Alternate | P | V | | | | |
| Albany | Kristen Fountain | X | X | Robert DeWees | X | | Jeremy Wintersteen | | | | | | |
| Barnet | Kathleen Monroe | X | X | Charlie McAlpine | | | Carolyn Holliday | | | | | | |
| Barton | Phillip Roberts | | | | | | | | | | | | |
| Brighton | Michael Strait | X | X | | | | | | | | | | |
| Brownington | | | | | | | | | | | | | |
| Burke | Jennifer Barone | X | X | Todd Vendituoli | X | | | | | | | | |
| Concord | William Humphrey | | | | | | | | | | | | |
| Coventry | David Barlow | | | Phil Marquette | | | | | | | | | |
| Craftsbury | Katherine Sims | X | X | Rudy Chase | | | Brian Machesky | | | | | | |
| Danville | Jonathan Baker | X | X | Sean Franson | | | | | | | | | |
| East Haven | Lyonel Tracy | | | Francie Loynd | | | Keri Fillion | | | | | | |
| Glover | Noah Armstrong | X | X | Shaun Campbell | X | | | | | | | | |
| Greensboro | Carol Fairbank | X | X | Mary Metcalf | | | | | | | | | |
| Groton | Mike Gaiass | X | X | | | | | | | | | | |
| Hardwick | Paul Fxxx | X | X | Doug McClure | | | | | | | | | |
| Irasburg | | | | | | | | | | | | | |
| Kirby | Dana Caspersen | X | X | Malcolm Doak | X | | | | | | | | |
| Lowell | Marjorie Kramer | X | X | Faye Starr | | | | | | | | | |
| Lyndon | Shawn Teaser | | | Marty Felius | X | X | | | | | | | |
| Newark | Mark Whitworth | | | Jean Paul Calderone | | | | | | | | | |
| Peacham | Jock Gill | X | X | | | | | | | | | | |
| Ryegate | Shaun Burroughs | | | Nelson Elder | | | | | | | | | |
| Saint Johnsbury | Nick Anzalone | X | X | Bobbie Wagner | | | Keith Whitmore | | | | | | |
| Sheffield | Anne McLean | | | Carolyn Crankshaw | | | | | | | | | |
| Stannard | Steve Pickard | | | Joanna Polsenberg | | | | | | | | | |
| Sutton | Evan Carlson | X | X | David Tucker | X | | | | | | | | |
| Walden | Caro Thompson | X | X | | | | | | | | | | |
| Waterford | Bill Piper | X | X | Gary Allard | | | Fred Saar | | | | | | |
| Westfield | Carrie Glessner | X | X | Laura Emery | X | | | | | | | | |
| Westmore | Erik Townsend | X | X | Linda Michniewicz | | | | | | | | | |
| Wolcott | Michael Davidson | | | Bruce Wheeler | X | X | | | | | | | |
| Wheeler | David Stahler | X | X | Tyler Harter | | | | | | | | | |
| Administrator (non-voting) | Christine Hallquist | X | | | | | | | | | | | |
| Clerk (non-voting) | Janni Jones | X | | | | | | | | | | | |
| Delegates P/V | | 20 | 20 | Member Towns | 32 | | | | | | | | |
| Alternates P/V | | 8 | 2 | Towns Represented | 22 | | | | | | | | |
| Votes total | | 22 | | Quorum | Yes | | | | | | | | |
| Votes to pass | | 12 | | | | | | | | | | | |

OTHER MEETING ATTENDEES
Jessica Seddon