

NEK Community Broadband

Executive Committee Meeting Minutes

July 30, 2021 - 3pm - 4:30pm

Physical Location: 142 Eastern Avenue, St. Johnsbury, VT 05819

Attendees: Kristen Fountain (Vice-Chair), Christa Shute (ED), Jami Jones (clerk), Nick Anzalone, William (Bill) Piper, Morgan Wade, Jonathan Baker, Katherine Sims, Mike Strait

Agenda Review

No further action was taken

Updates

- Action Items Check In - Approve Previous Minutes

Motion to approve the previous meeting's minutes. Motioned: Nick, Seconded: Katherine, Carried: (6-0).

Motion to approve meeting minutes in consent agenda from the governing board prior to this meeting as approval of all previous meetings' minutes. Motioned: William, Seconded: Nick, Carried: (6-0).

Mike Strait joined at 3:10pm (quorum now 7).

- [Christa's Update](#) and [Proposed Motions](#)
 - Working with John Mudgett on Quickbooks. Creating a grant tracking spreadsheet. Revised contact list. Shared Drives.
 - Christa- Slack quorums/emails
 - Bill- Can arrange agenda items outside of a public meeting and can publicly post things, but cannot do business in the emails.
 - Nick- posting in a public forum would be a meeting?
 - Bill- can post information, but cannot give comment or sway.
 - Morgan- The idea of a bulletin board rather than an email/chat.

- Kristen- I thought it was a question of quorum in the groups for the open meeting law? How does the CUD continue to collaborate on work that can not be done in a physical location together?
 - Christa- Slack has not been used inappropriately since Christa started, however, certain channels contain a quorum and should not exist anymore. The CUD has been doing what they ought to be doing inside of slack, but would like to make it more obvious about which channels are “post only.”
 - Nick- could make it so that a limited number of people could post in the “quorum” channels.
- NEK will reduce the slack channels, and will work with the given suggestions to clean up the channels to make them more clear on which channels are “post only.”

New Business

New Shared Drive Organizational Proposal; Revised Contact Sheet

- Shared Drives: Christa created drives for each of the committees and functional drives for things like (construction, rfps, grants, etc.)
 - The owner of the drives will be the organization.
 - The permissions of the documents will be changed under the drives
 - If someone would like to access the information in another committee, they can either get approval from the committee or they can join the committee.
 - Public Materials will not receive comments in the document.
 - Moving the Meeting Minutes to the Committee’s drive and then shortcuts will be assigned thereafter.
 - Gmail address set up by the NEK would give access to those who would not have gmail accounts for their town.

Move to accept the strategy as outlined in the document and go forward with implementing Shared Drives rather than Shared Folders. Motioned: Nick, Seconded: William, Carried:(7-0).

- authorize Jami to set up free gmail accounts for delegates using the following protocol: TownNEKBroadbandP@gmail.com (Or A for alternate or where more than one A1 and A2) and to gradually work with GB members to link their non-gmail accounts to these gmail accounts to facilitate access to the shared drive and increase the ease of finding documents.
 - Nick- Risk areas, going to have to give clear directions around how to use the

shared drives, requesting permission instead of switching their accounts. Have had previous issues with people who were not able to access events and documents

- Christa- we will have to do more testing.
- Kristen- create the email addresses and assign someone to have a meeting with each town for orientation.
- Christa-secure the addresses and move deliberately
- Morgan- NEK should not give people too many options.

VCBB Discussion: Purchasing & Matrix

- 1st meeting is August 6th: Patty Richards, Dan Nelson, Laura Sebeliet, Bryan Autley, Holly Groschner, and Christine Hallquist.
- Christine asked for a Decision Matrix for how grants would be evaluated and awarded. Should there be other things added to the list? Should be provided to the board with the weights, miles per unserved (define how that is calculated and what does that mean), but is important information in the NEK.
- Christa- NEK should recommend to the state to purchase bulk fiber.
- Nick, Kristen, and Jonathan will collaborate on the decision matrix document via “suggesting” vs. “editing.”
- The EC will send their advice on the proposals to Kristen to be put into the document so that the state can move efficiently.

Town ARPA Fund Strategy Proposal Revisit

- Discussion over the changes to the Proposal. Changed language to reflect “proportional” benefit to the funds given.
- Bill- How will we know how much each town receives?
 - Christa- quickbooks, excel. It is not something we owe them or that goes on the balance sheet, but that the NEK will have already spent the funds in the town, and each town will receive some proportional benefit.
- Kristen- is it too vague? Will it portray that the town is owed more than we can offer them?
- Bill- Be clear that we appreciate the contribution, it will benefit the CUD as a whole.
- Nick- How long will we have the benefit? NEK will make a good faith effort toward “proportional benefit,” but it is not a guarantee. Example is Concord, we are able to provide service sooner
- Katherine- it doesn’t prioritize the individual community, but is more efficient for the towns as a whole.
- Nick- the NEK wants to be an organization that keeps its word.

- Bill- what does “proportional” mean? We cannot tell you that this will get you faster, better or cheaper service, but if there is a way to reward individual towns, we will make a good faith effort.
- Christa will take the proposed language and craft it into the Town ARPA Fund Document.

Bylaws modifications

- The governing board approved, pending changes (examples at the bottom), it needs to be approved and taken back to the Governing Board.
- William- double check the spelling and grammar.

Motion to approve the language in the bylaws. Motioned: William, Seconded: Morgan, Carried:(7-0).

Project Management Contract - Concord & Partnership Update

- The CUD recognizes that the project needs to be done by the end of December which is a short time from now
- Would like to go into Executive Session to discuss what went on in the contract negotiations.
- Seeking to detail the proposal in public session after and what benefit it would bring to the organization.
- The information shared could be harmful to the CUD and the entities we are negotiating with.
- Kristen- do partnership Update and Contract in the first session and the WEC MOU, 3 CUD agreement, and Immunity & Indemnification in the second.

Motion to agree that premature disclosure of the information (contract negotiations about the Partnership Subcommittee discussions) would disadvantage the CUD.

Motioned: Nick, Seconded: William, Carried: (6-0).

Motion to go into Executive Session under 1 VSA 313 B with Jami Jones and Christa Shute, Motioned: William, Seconded: Nick, Carried: (7-0).

Motion to exit Executive Session. Motioned: William, Seconded: Nick, Carried: (6-0).

- Katherine Sims left during Executive Session (4:16, quorum is now 6)
- No action was taken in Executive Session.

Motion to enter into a contract with Mission Broadband as project management for the contract, in Phase 1: for the Concord/Waterford project for \$25,000.

Motioned: Nick, Seconded: Morgan, Carried: (6-0).

Motion to approve a second contract with Mission Broadband for consulting around a “contract advisor role” for NEK CUD. Motioned: Mike, Seconded: William, Carried: (6-0).

- Christa will enter into negotiations with the final two candidates and continue to report to the Executive Committee.
- Christa would like a lawyer (Andy Montrell) to write a memo about CUD Sovereign Immunity & Indemnification clauses. For \$500
 - Kristen- Sovereign Immunity: we cannot be sued for liabilities.
 - The purchasing policy states that Christa does not need approval to make this purchase, but the Committee is glad to be informed of the action taken.

Motion to find that the updates with a 3 CUD Agreement and WEC MOU would find the CUD at substantial disadvantage if prematurely revealed to the public. Motioned: Kristen, Seconded: William, Carried (6-0).

Motion to enter Executive Session under 1 VSA 313 B to discuss the 3 CUD agreement and WEC MOU with Jami Jones and Christa Shute. Motioned: William, Seconded: Nick, Carried: (6-0).

Motion to exit Executive Session. Motioned: William, Seconded: Nick, Carried: (6-0).

No action was taken in Executive Session.

Motion to approve the amendment: removal of Christine Hallquist from the 3 CUD Agreement and adding Kristen Fountain as the representative and signatory for the NEK Broadband CUD, with Morgan Wade as an alternate if Kristen is unavailable.

Motion: Morgan, Seconded: William, Carried (6-0).

Motion to Adjourn. Motioned: William, Seconded: Morgan, Carried: (6-0)

Respectfully Submitted,

Jami Jones, NEK Broadband, Clerk