

NEK Community Broadband

Governing Board Meeting Minutes

November 12, 2020 5:30-7pm

Attendees: see list below (22 voting, 15 non-voting)

Roll Call

Agenda Review- 2min

Motion change agenda to add Brownington to CUD. Motioned: Jenifer Barone, Seconded: Paul Fixx, Carried: (22-0)

Motion to change agenda to add Christine and Jami to the bank account. Motioned: Mark Whitworth, Seconded: Todd Venditouli, Carried: (22-0)

Public Comment- 5min

- Discussion was held at how excited the public was to hear about the feasibility study.

Consent Agenda- 5min

- Approve minutes from October Governing Board Meeting
- FYI Executive Committee Minutes, Finance Committee Minutes, Christine's weekly updates

Motion to approve motioned: Jenifer Barone, Seconded: Dana Casperson, Carried: (22-0)

Old Business

Motion to accept Brownington into CUD: Motioned Mike Strait, Seconded: Kathleen Monroe, Carried: (22-0)

- 5:45 Tilson, "Feasibility Study Update"
 - A presentation was given by Tilson
 - The presentation showed a map of wireless projects as well as fiber projects in Lunenburg (and others). Tilson has plotted the addresses that were part of a project that was previously awarded (The State Connectivity Initiative Grant) it does not show what NEK CUD would put toward it, only what the State has already awarded to Tilson.

- The revenue comes from dark fiber isp to fund the borrowing from for the CUD. Tilson is looking to extend networks that are already started. (borrowing projected for next year)
- Tilson would like to target areas that have not received state funding first.
- Tilson is looking at Lyndon, Saint Johnsbury, and the opportunities to extend out from there (USDA reconnect). They are looking to extend networks that are already there and then push out into member towns. Which would set up re-subscription or new grant opportunities.
- Tilson has done user survey, field survey, target area selection, high-level designs, currently working on the financial model. May be revisions to high-level designs and a financial model. Which will be presented to the board at a later date. (next week, middle or later in the week)
- Discussion for the Executive Committee to have a presentation for their next meeting on the final project. And set up smaller meetings with the Governing Board for their questions.
- 6:05 Christa Shute, "Northern Enterprise and State Assets Transfer"
 - Christa gave an update: We have a transfer agreement with the Northern Enterprise and EDA. We have until June of next year to complete the transfer.
 - Northern Enterprise will change their bylaws to reflect 3 board members in total, 2 from the CUD, 1 from the NVDA. Which would give the CUD administrative authority over Northern Enterprises. The change gives the ability for the CUD to get paid for its resources to maintain the Northern Enterprises fiber. The CUD will effectuate that work and negotiate on behalf of Northern Enterprises.
 - NEK will be entering into a non-binding MOU of the next steps moving forward.
 - State Assets will be transferred first and if not, Northern Enterprise assets will be transferred prior to June. This includes 55mi of fiber and also an option for 2790 strand mi in the rest of the NEK fiber network. We would exercise that option, if we were not to effectuate the state transfer by June.
 - This transfer will help us receive assets which would improve our debt to asset ratio, making it easier to get better loans.
 - There was discussion held on the value of the fiber, which is 144 strands, not built with a lot of slack loops, and is not conducive to putting in fiber access points. The fiber itself has not changed, but still has value because other companies are still running this fiber today. There are connections to 3 other

networks to provide mechanisms to different backhaul and redundancy loops.

- The state cannot transfer assets without legislative approval, and procedural issues that we will be looking into and having conversations with June.
- If there are other examples that the NEK can present to June Tierney (legislature) that would be helpful.
- NEK looks forward to hearing about the Northern Enterprise meetings.

Motion to approve the Northern Enterprise Assets transfer agreement with the EDA and the masters service agreement. Motioned: Kristen Fountain, Seconded: Nic Anazole, Carried (22-0).

- 6:25 Christine Hallquist, "Governing Board Input Meeting Presentation"
 - Christine held meetings for communication about the Board Meetings.
 - The meetings mapped out the goals and challenges of moving forward, the goals and challenges to the NEK, expectations of the board members and how the board members can help.
 - Concerns about RF health implications. Focusing on fiber to every home and address, but what do we do during the in between.
 - NEK is economically challenged: there is broad agreement on a tiered pricing structure that lower income would pay lower for internet. The energy burden is the highest cost made by transportation.
 - There were concerns raised that the governing board feels unprepared for the meetings, which would require more communication ahead of the meetings
 - Having a business plan will answer most of the questions and concerns of the members. The plan will have concrete measures of success, reviewed by the governing board.
 - The meetings agreed on establishing policies for roles, responsibility and committees, moving the governing board to quarterly meetings, have 3 smaller meetings in between to provide the proper education for the board meetings, monthly detailed status updates for the board members, they would like to utilize the tech committee to provide oversight of the technological aspects of the NEK. The meetings revealed that the members want to be able to educate their towns (Nov 20 is the first Communications Committee date).
 - Thanks was given to having the smaller meetings as there was more effective communication exchanged.

- The question for the governing board: do we want to move to quarterly meetings? Moving to quarterly when the governing board feels comfortable with the level of communication in order to go to quarterly meetings. The next step would be to put together a plan of steps on how to go quarterly, including policies and procedures that we would need.
- Suggested: policy working group, exploratory committee

New Business

- 6:40 Legislative Agenda
 - Will have several agenda items that will be coming to the legislature to try to effectuate through VCUDA. Would like to discuss further on VEDA to answer questions. Working through our legislative asks will be part of the work in December.
- 6:50 Administrative updates
 - We were awarded the money (\$460,000 to build in Concord) and are working with Christa Shute to come to an agreement with Tilson about possible assets we could gain.
 - Kingdom Fiber ads have gone out and already signed up 3 Craftsbury addresses, our goal is 100 addresses, our current is 20 addresses. NEK will be making direct calls to continue that effort.
 - The smaller town offices are not as interested in fiber at this current time. There is potential for close cooperation in the future as they begin to install smart meters.

Motion to approve the access to the bank account for Christine and add informational access for Jami Jones. Remove Dave Senedecker and Anne Mclean as signers on the account. Motioned: (recording)Seconded: Kathleen Monroe Carried:

- Suggested that there is oversight from another board member when checks and transactions are signed. The NEK is looking for a treasurer.

Other Business

- 7:00 Public Hearing

Adjourn

Motion to adjourn the Governing Board meeting. Motioned: Paul Fixx, Seconded: Kathleen Monroe

Respectfully submitted,

Jami Jones, NEK Community Broadband Clerk

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/>.