

## NEK Community Broadband

# Governing Board Meeting Minutes

August 12, 2021 5:30-7pm

**Attendees: See attached list**

Role Call & Agenda Review - 2 Min

Public Comment - 5 Min

Consent Agenda - 2 Min

- Approval of Meeting Minutes
- FYI: Modified Bylaws (approved July 2021 meeting), Committee Minutes, Administrator updates, Interim ED MOU

**Motion to approve the Consent Agenda. Motioned: Dale Urie , Seconded: Kathleen Monroe, Carried: (27-0)**

## Updates

5:45 - Administrative & Committee Update Discussion

- No discussion or updates were given

5:50 - Updates from Executive Director

- Christa gave an administrative update
  - We have continued to make the transfer from Christine to Christa. CUD is developing work around a Shared Drive system (to be discussed later in the meeting)
  - We been looking at Quickbooks and what sorts of information we will need to be giving for grant reporting. Reviewal and discussion has taken place over the efficiency and efficacy of the systems, making adjustments and new systems as needed (i.e. the contact sheet)
  - Created a public version of the Business Plan. The Communications Committee will review and evaluate the plan for further explanatory language around the differences in the confidential vs. public version of the plans.
  - Has begun work on the EPP- a more detailed and live version of the Business Plan that can be reviewed and reevaluated while the CUD is at work.

- Concord/Waterford project- original project is due by the end of the year, USDA portion extends the project as a second phase.
  - Make ready evaluation has been completed and will not be charged by GMP because of the unserved address credit.
  - Have to put in the make-ready applications for the western side of the project
  - Mission Broadband will be working for us on project management and contract advisory roles.
- USDA application requires race and ethnicity information. Jami will send it out during and after the meeting.
- WEC- involved in ongoing technical and MOU discussions. The high-level design firm has been selected and the grant has been approved through CV Fiber, who will execute the contract. The NEK will be signing off on it.

#### 5:55 - Executive Committee Action

- Evan highlighted the contract with Mission Broadband
- Christa- Mission Broadband brings expertise on the ground and in Vermont. It will enhance the ability to transition from the interim Executive Director to the final Executive Director. The board should take a vote to say they have reviewed and align with the executive committee.

**Motion for the Governing Board affirms receipt and confirmation with no revision or alteration of Executive Committee Actions document. Motioned: Doug McClure, Seconded: Mark Whitworth, Carried:(27-0)**

## New Business

#### 6:00 - VCBB Update

- Evan gave an update- Christine is now in her new position with the board. 3 electric utility executives, 1 lawyer and a state rep. The board is responsible for the grants and funding put through ARPA is given to the awardees. They are working on support mechanisms and standardized procedures on reporting. We provided an outline of challenges, proposal for bulk fiber assets, and decision matrix. They asked for VCUDA to come up with a recommendation about what fiber is to be purchased at what volumes.
- Christa- We are still contributing ideas on how the matrix should work and how funding should be applied to each CUD for construction, preconstruction, etc. The current is based on served/underserved, but does not include other metrics that should be considered.
- Dale- would that level of a bulk purchase reduce the cost of the fiber?

- Evan- we cannot say that it would for sure happen, but could.
- Christa- could secure the fiber faster than any singular CUD could do. Quantity and time would be on our side, which would save money in the long run in light of supply and demand.
- Kristen- we cannot have money in hand until we go through 2 more RFP processes, and cannot purchase until we have money in hand. The state currently has the money, and the time consumed could prove problematic for the future builds.
- Evan- the state will not be handling the design work.

#### 6:05 - Business Plan Audit & Public Version

- Evan- Sent the business plan to Rural Innovations Strategies. They provided feedback, which was overall positive. Feedback was given on the assumption around the access to capital when going to the bond market (it may be too aggressive for a new organization with no track record, the interest rate: 4-5%)
- Christa- 8-9% would be raised by private entities before going to the bond market. Assumption: it would take more than grant money. They believe there will need to be an interim source between the grant funds and the bond market capital.
- Christa- More detailed plan needs to be executed. Our answer to this is the Executable Project Plan, which is a more in depth version of the Business Plan.
- Public Business Plan:
  - Christa: what is not in it: maps, phasing, pricing, costs. We edited the version rather than redacting it because of maps with charts on top of them. The pages needed more explanation when the maps (examples) were taken away.
  - No further discussion

#### 6:15 - Shared Drive Presentation

- Christa gave a presentation of the new Shared Drive structure
- If a person would like more access they are welcome to join the corresponding committee
- Everyone needs to have a gmail address, the organization owns the docs.
- Advantages to separate email:
  - Can forward to current address
  - Town information could be passed to the next representative
  - Separates the private from the Public Records
- Doug- if shared from personal gmail cannot make the owner the NEK
  - Kristen- this will resolve the problem going forward, but may be a challenge to keep in mind.
  - Christa- will double check

- Shawn T.- suggested Boardable: a secure platform for sharing documents amongst a board of directors
  - Christa- we can take a look at it, but we cannot violate open meeting laws.
  - Shawn will send the link to Christa/Evan

#### 6:25 - Partnership Update - Executive Session

- Evan- the Partnership Subcommittee has done a lot of work and had multiple conversations since the last board meeting.

**Motion to agree that the premature disclosure of partnership negotiations would disadvantage the CUD and the parties involved. Motioned: Morgan Wade, Seconded: Dale Urie, Carried: (27-0)**

**Motion to go into Executive Session under 1 VSA 313 B to discuss contract negotiations with Christa Shute and Jami Jones. Motioned: Dale Urie, Seconded: Mark Whitworth, Carried: (27-0)**

**Motion to exit Executive Session, Motioned: Morgan Wade, Seconded: Kristen Fountain, Carried: (27-0)**

No action was taken in Executive Session.

**Motion to recommend the operating structure as discussed in Executive Session Motioned: John Kellogg, Seconded: Doug McClure, Carried: (27-0)**

**Motion to allow the Executive Committee to enter into an MOU with a potential partner. Motioned:, Seconded: Kathleen Monroe, Carried: (27-0)**

#### 6:50 - Public meeting location

- Evan- still trying to find a physical location, the NVDA is not quite video equipped. Recommendations welcome. Need something centrally located for all three counties.

## Other Business

## Adjourn

**Motion to adjourn. Motioned: Doug McClure, Seconded: Mike Gaiss, Carried: (27-0)**

*Respectfully Submitted,*

*Jami Jones, NEK Broadband, Clerk*

| Town         | Delegate          | P | V | Alternate          | P | V | Alternate         | P | V |
|--------------|-------------------|---|---|--------------------|---|---|-------------------|---|---|
| Albany       | Kristen Fountain  | v | v | Rob Dewees         |   |   |                   |   |   |
| Barnet       | Kathleen Monroe   | v | v | Jerri Kohl         |   |   |                   |   |   |
| Brighton     | Michael Strait    | v | v | Jonah Petre        |   |   |                   |   |   |
| Brownington  | Calvin Page       |   |   | William Davis      |   |   |                   |   |   |
| Brunswick    | David Caron       |   |   | Theresa Caron      |   |   |                   |   |   |
| Burke        | Jennifer Barone   | v | v | Todd Vendituoli    |   |   |                   |   |   |
| Canaan       | Ann Morgan Wade   | v | v | Alfred Buckley     |   |   | Frank Sawicki, Jr |   |   |
| Charleston   | John Kellogg      | v | v | Peter Moskovites   |   |   |                   |   |   |
| Concord      | Dale Urie         | v | v | Bill Humphrey      |   |   |                   |   |   |
| Coventry     | David Barlow      | v | v | Phil Marquette     |   |   |                   |   |   |
| Craftsbury   | Katherine Sims    |   |   | Rudy Chase         |   |   |                   |   |   |
| Danville     | Jonathan Baker    | v | v | Sean Frason        |   |   |                   |   |   |
| Derby        | Karen Chitambar   |   |   | Bob Kelley         |   |   | Grant Spates      |   |   |
| East Haven   | Lyonel Tracy      |   |   | Kerri Fillion      |   |   |                   |   |   |
| Glover       | Noah Armstrong    | v | v | Shaun Campbell     |   |   |                   |   |   |
| Greensboro   | Carol Fairbank    |   |   | Mary Metcalf       |   |   |                   |   |   |
| Groton       | Mike Gaiss        | v | v | Michael Nahmias    |   |   |                   |   |   |
| Guildhall    | Susan McVetty     | v | v | George Blakeslee   |   |   |                   |   |   |
| Hardwick     | Paul Fixx         |   |   | Doug McClure       | v | v |                   |   |   |
| Holland      | Andrew Bouchard   |   |   |                    |   |   |                   |   |   |
| Kirby        | Dana Caspersen    |   |   | Malcom Doak        | v | v |                   |   |   |
| Lowell       | Marjorie Kramer   | v | v | Faye Starr         |   |   |                   |   |   |
| Lyndon       | Shawn Tester      | v | v | Marty Feltus       | x | x |                   |   |   |
| Maidstone    | James Mewkill     |   |   |                    |   |   |                   |   |   |
| Morgan       | Larry Labor       |   |   |                    |   |   |                   |   |   |
| Newark       | Mark Whitworth    | v | v | Ben Tilford        | x | x |                   |   |   |
| Newport City | Woodman Page      | v | v | Chris Vachon       |   |   | Paul Monette      |   |   |
| Newport Town | Wendy Matthews    | v | v | Cameron Thompson   |   |   | David Ghelli      |   |   |
| Peacham      | Jock Gill         |   |   | Jim Barlow         |   |   |                   |   |   |
| Ryegate      | Shawn Burroughs   |   |   | Nelson Elder       |   |   |                   |   |   |
| Sheffield    | Annie McLean      | v | v | Carolyn Crankshaw  |   |   |                   |   |   |
| St Johnsbury | Nicolas Anzalone  | v | v | Scott Campbell     |   |   |                   |   |   |
| Stannard     | Steve Pickard     |   |   | Johanna Polsenberg |   |   |                   |   |   |
| Sutton       | Evan Carlson      | v | v | David Tucker       |   |   | Robert Simms      |   |   |
| Troy         | Robert Langlands  |   |   | Gary Taylor        |   |   | Mark Sanville     |   |   |
| UTGs         | Anthony Soldo     | v | v | Gina Vigneault     |   |   |                   |   |   |
| Walden       | Caro Thompson     |   |   | Sarah Lyons        | v | v |                   |   |   |
| Waterford    | Bill Piper        |   |   | Fred Saar          | v | v |                   |   |   |
| Westfield    | Carrie Glessner   |   |   | Laura Emery        |   |   |                   |   |   |
| Westmore     | Erik Townsend     |   |   | Ray Lanier         | v | v | Linda Michniewicz |   |   |
| Wheelock     | David Stahler Jr. |   |   | Stephen Amos       | v | v |                   |   |   |
| Wolcott      | Bruce Wheeler     |   |   | Michael Davidson   |   |   |                   |   |   |
|              |                   |   |   |                    |   |   |                   |   |   |
|              |                   |   |   |                    |   |   |                   |   |   |

|                | P  | V  |                  |     |
|----------------|----|----|------------------|-----|
| Delegates P/V  | 21 | 21 | Member Towns     | 42  |
| Alternates P/V | 8  | 6  | Towns Represente | 27  |
| Votes total    | 27 |    | Quorum           | Yes |
| Votes to pass  | 14 |    |                  |     |

**Members of the Public**