

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 Johnsburry	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