

NEK Community Broadband

Governing Board Meeting Minutes

September 9, 2021 5:30-7pm

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

Attendees: See List

Role Call & Agenda Review - 2 Min

Motion to amend the agenda and remove Selectboard meetings, Board Engagement reviews, Labor and Training, and Concord/Waterford Update from the Agenda.

Motioned: Kathleen Monroe, Seconded: Dana Casperson, Carried: (35-0)

Public Comment - 5 Min

Consent Agenda - 2 Min

- Approval of Meeting Minutes
- FYI: Committee Minutes, Executive Director Update

Motion to approve the Consent Agenda and therein the previous meeting's minutes.

Motioned: Jennifer Barone, Seconded: Larry Labor, Carried:(35-0)

Updates

5:40 - Administrative & Committee Update Discussion

5:45 - Updates from Executive Director

5:50 - Executive Committee Action Review & Affirmation

- It is the hope of the CUD to expedite the Packet preparation, so that the board may receive and review the packet in plenty of time before the meeting.
- Christa gave a brief update of the Committee Action Report
- Paul- Was the report approved via the minutes?
 - No, the new bylaw structure indicates that the Executive Committee Action Report is not part of the Consent Agenda so that they can be up for discussion by the board.

Motion for the Governing Board affirms receipt and confirmation with no revision or alteration of Executive Committee Actions document. Motioned: John Kellogg, Seconded: Kathleen Monroe, Carried:(35-0)

New Business

6:00 - Partnership MOU/ Q&A (Executive Session)

- Christa gave a public presentation- the comments below were discussion accompanying the presentation, not the actual presentation.
 - Proposal is for 3 Partners: NRTC, Mission Broadband, and Waitsfield Telecom
 - Mission Broadband (Mike and Lee are the point people)
 - Sarah- How long is the partnership is expected to last?
 - One year contract with two automatic renewals and the ability for any party to discontinue the contract with 60 day notice.
 - The are acting as ongoing administrative support
 - Jim- will they have representation in the board meetings?
 - We can ask them to participate
 - Evan- we plan to invite them to the next meeting.
 - Woody- do we have a lawyer looking over the contracts and MOUs?
 - Christa- I wrote the MOU and have been providing the redlines for the contracts.
 - NRTC
 - Ray- They bring in experience from a variety of deployments.
 - The CUD is already familiar with some of their work.
 - Waitsfield Telecom (WCVT)
 - Rudy- We gained a lot of confidence in speaking with them and seeing how they run their operation. The experience was genuine and they had their act together. Fred sat down in their conference room with their manager and asked her a list of questions. Was impressed with the tools and apps that they had at their disposal.
 - Mike- wholesale type contracts, revenue streams examples?
 - Christa- referring to the ability to offer wholesale lit services to other ISPs. Solution to RDOF winners in our area. Direct hospital to hospital connection. Cellular/ Small cell Backhaul facilitation.
 - Sarah- will they handle billing?
 - Christa- yes, The bill will say NEK Broadband, similar to Franklin Telecom. The bills go out as NEK Broadband and they will do

collections. The payments will be put into an NEK Broadband account and we will pay their invoice for their services

- Kristen- those on the Partnership Committee have a variety of backgrounds
 - Ray- background of 60 years in telecommunications, also involving fiber to the home as a vendor to verizon, testing and working with them in their lab. Some Satellites communications.
 - Rudy- background in management in manufacturing operations for 45 years, plant manager. During the field trip we were able to look around and see that procedures were being followed.

Motion to find that the premature disclosure of partnership contract negotiation would substantially disadvantage the CUD and the parties involved. Motioned: Dale Urie, Seconded: Michael Strait, Carried:(35-0)

Motion to go into Executive Session under 1 VSA 313 to discuss contract negotiations with Christa Shute and Jami Jones. Motioned: Morgan Wade, Seconded: Jennifer Barone, Carried:(35-0)

Motion to exit Executive Session. Motioned: Dale Urie, Seconded: Sarah Lyons, Carried: (35-0)

No action was taken in Executive Session.

- Evan- thank you to the partnership committee and Christa for the negotiations.

Motion to approve entering into a partnership with NRTC, Mission Broadband, and Waitsfield Telecom, and execute an MOU with them. Motioned: Paul Fixx, Seconded: Jennifer Barone, Carried:(35-0)

7:05 - WEC MOU approval

- Christa- The MOU is with WEC that each of the CUDs will enter and have reached final terms with them. WEC has submitted it to the RUS. We are looking to reach contract terms and high-level design. This would finance a portion of our build. RUS-rural utility service a program of the USDA (a low rate, long-term 30 year loan).

Motion to approve the WEC MOU. Motioned: Dana Casperson, Seconded: Morgan Wade, Carried:(35-0)

6:40 - Town Resource Survey

- Survey will have reps ask towns if the town has assets (temporary or permanent) that NEK can use, places for cabinets, offices, or places to store fiber to help reduce costs. Expecting Tentative answers. Look for it Monday.

Adjourn- 7:17pm

Motion to adjourn. Motioned: John Kellogg, Seconded: Dale Urie, Carried (35-0)

Respectfully Submitted

Jami Jones, NEK Broadband, Clerk

A handwritten signature in black ink, appearing to read "Jami Jones".

Town	Delegate	P	V	Alternate	P	V	Alternate	P	V
Albany	Kristen Fountain	v	v	Rob Dewees					
Barnet	Kathleen Monroe	v	v	Jerri Kohl					
Barton									
Brighton	Michael Strait	v	v	Jonah Petre					
Brownington	Calvin Page			William Davis					
Brunswick	David Caron			Theresa Caron	v	v			
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	v	v			
Danville	Jonathan Baker			Sean Frason					
Derby	Karen Chitambar	v	v	Bob Kelley			Grant Spates		
East Haven	Lyonel Tracy			Kerri Fillion					
Glover	Noah Armstrong	v	v	Shaun Campbell					
Greensboro	Carol Fairbank	v	v	Mary Metcalf	v	v			
Groton	Mike Gaiss	v	v	Michael Nahmias					
Guildhall	Susan McVetty	v	v	George Blakeslee					
Hardwick	Paul Fixx	v	v	Doug McClure					
Holland	Andrew Bouchard			Ed Brady					
Irasburg									
Kirby	Dana Casperson	v	v	Malcom Doak	x	x			
Lowell	Marjorie Kramer			Faye Starr	v	v			
Lyndon	Shawn Tester			Marty Feltus	v	v			
Maidstone	James Mewkill	v	v						
Morgan	Larry Labor	v	v						
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	v	v	Jim Barlow					
Ryegate	Shawn Burroughs	v	v	Nelson Elder					
Sheffield	Annie McLean	v	v	Carolyn Crankshaw					
St. Johnsbury	Nicolas Anzalone	v	v	Scott Campbell	x	x			
Stannard	Steve Pickard			Johanna Polsenberg					
Sutton	Evan Carlson	v	v	David Tucker	x	x	Robert Simms		
Troy	Robert Langlands			Gary Taylor			Mark Sanville		
UTGs	Anthony Soldo			Gina Vigneault					
Walden	Caro Thompson			Sarah Lyons	v	v			
Waterford	Bill Piper			Fred Saar					
Westfield	Carrie Glessner			Laura Emery	v	v			
Westmore	Erik Townsend	v	v	Linda Michniewicz			Ray Lanier	x	x
Wheelock	David Stahler Jr	v	v	Stephen Amos					
Wolcott	Bruce Wheeler			Michael Davidson	v	v			

Date: 9/9/2021

	P	V		
Delegates P/V	27	27	Member Towns	42
Alternates P/V	13	8	Towns Represente	35
Votes total	35		Quorum	Yes
Votes to pass	18			

Members of the Public

Staff in Attendance:

Christa Shute (ED)
Jami Jones (Clerk)