



Executive Committee Meeting Minutes - Approved June 20, 2024

May 16, 2024

5:30 pm

Attendees:

EC Members: Mary Metcalf, Sally Vallat, Ray Lanier, Brian Machesney, Paul Fixx (Chair)

Staff and Treasurer- Christa Shute, Denise Sullivan, Danielle Sukkaew, Tonya Ozone, Matt Hubbard, and Kitty Ufford Chase (Clerk)

Contractors- Deb Shannon

5:36 pm Meeting started with quorum.

Agenda Review - agenda corrected to vote on 5/2/24 minutes, not 4/24/24 minutes.

Motioned: Mary Metcalf	Passed with no objections Passed with objections Failed
Motion: approve minutes from the 5/2/24 meeting.	Passed with no objections and one abstention (Brian Machesney)

Executive Director Update: none.

March2024 Construction RFP Update

Motioned: Brian Machesney Second: Mary Metcalf	Passed with no objections Passed with objections Failed
Motion: The Executive Committee authorizes the Executive Director to enter into contracts with Layer 8 and Advantage for the amounts of \$825,000 and \$3.3 million, and authorizes the Executive Director to enter into a contract with either Advantage, Eustis or Layer 8 as appropriate at a future time for the miles in Derby under the March 2024 Construction RFP.	Passed with no objections

- **Discussion Summary:** Matt outlined the process used to select the two companies for the grant. In March 2024, an RFP was issued for construction in four additional areas.

There were six responses to the RFP: Waveguide, Eustis, Advantage Utility, Syracuse Utilities, Layer8 and Surtex. Four of the six companies received interviews with the NEK Broadband and NRTC teams. “Apples to Apples” comparison was done using the selection criteria of price, proximity to work area, local labor presence, and evaluation on production on existing contracts. He recommended Area 1 of 38 strand miles in Craftsbury, with a lot of off road and easement work be awarded to Layer8 of Plattsburgh, NY; that Area 2 & 3 of 170 strand miles in Glover, Newport and Lowell be awarded to Advantage Utility and Area 4 of 18 strand miles in Derby be awarded to Eustis, Advantage or Layer8 based on their performance in constructing the miles they have already received. Paul suggested that these awards should be publicized to those areas through press releases.

RFP 217 ReConnect Update:

- **Discussion Summary:** Matt described the process used to issue an RFP for RUS 217 for engineering services as part of the ReConnect grant. Six engineering firms responded included Waveguide, JSI, NRTC, Advantage Point, Fibersmith, and CNE. The evaluation committee included Ray Lanier, Christa Shute, Erik Townsend, Mike Reed and Matt Hubbard. The committee narrowed down the respondents to three to interview: NRTC, JSI and CNE. The criteria used were ReConnect experience, RUS experience, price and familiarity with VT projects. Following the initial evaluation, an additional criteria was then considered: the amount of change management the company can withstand and the ability to get the project done quickly before BEAD construction starts. The committee felt that additional expertise on ReConnect specifically was desired. CNE was approached and expressed willingness to consult and give advice to NEK Broadband. The total bid amount is \$1,686,793.00, covering design, engineering, staking services, project oversight, management and inspection; basically everything except for construction and makeready. Tentative timeline proposed is to complete initial design by July 29, 2024, staking completion by August 19 and final design deliverables by August 20.

<p>Motioned: Mary Metcalf</p>	<p>Passed with no objections Passed with objections Failed</p>
<p>Motion: Voted to go into Executive Session under the provisions of 1 VSA §313 with staff, consultants, and board members in order to discuss RFP 217 and business strategy, finding that premature disclosure could substantially disadvantage the CUD if it were to be made public at this time.</p>	<p>Passed with no objections</p>

Executive session ended at 6:34pm. No action was taken.

Andrew Gaidys left during executive session at 6:16pm

Motioned: Ray Lanier Second: Sally Vallat	Passed with no objections Passed with objections Failed
Motion: To authorize the Executive Director to negotiate with NRTC for a USDA form 217 engineering contract in the amount of \$1,686,793.00 contingent upon NRTC acceptance of strategic RUS consulting from CNE at NRTC's expense and an amendment to the existing NRTC contracts to reflect the form 217 contract.	Passed with no objections

ReConnect Update and June in-person Board meeting

- Discussion Summary:** Update is based on signing this contract, strategy around what we can build when and the goal is to lay out a solid construction schedule at the June 22 meeting. The Ground-breaking ceremony will happen, not on June 22, but in Oct in a ReConnect area in Essex County - potentially at the Brighton warehouse. In a future meeting, Tonya will be asked to share some of the plans she has been working on for the June 22 meeting agenda.

Financial Oversight Policies Overview and Cyber Security Education

- Discussion Summary:** Denise talked about a current focus on big vendor payments and how they can be processed in a way that is secure. Recently, one of our vendor's emails was hacked. Our control system didn't stop the payment to that vendor, but our backstop system (with the bank) was able to get it back. The Finance and Audit Committee will be given the policies related to internal controls, and cybersecurity at its Monday afternoon meeting so they can review and approve them and offer them to the EC at a future meeting. Denise also mentioned that VCUDA is launching an initiative to educate all CUDs on hacking, phishing and spoofing, etc. Paul suggests that our insurance cover at least twice the amount of the largest invoice we would ever pay. We will be reporting the incident to the VCBB at the next monthly report and we have already reported the incident to the VT Attorney General's office.

CVFiber Discussion Update

Motioned: Brian Machesney	Passed with no objections Passed with objections Failed
Motion: Voted to go into Executive Session under the provisions of 1 VSA §313 with staff, consultants, and board members in order to have CVFiber partnership discussions finding that premature disclosure could substantially	Passed with no objections

disadvantage the CUD if it were to be made public at this time.	
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Executive Session ended at 7:05pm. No action was taken. Deb Shannon left during Executive Session.

Paul announced that Morgan Wade, Evan Carlson, Rudy Chase and Mike Gaiss have been informally invited to join EC meetings for the time being.

Adjourn

Motioned: Mary Metcalf	Passed with no objections Passed with objections Failed
Motion: To adjourn at 7:07pm.	Passed with no objections

Drafted by Kitty Ufford-Chase, Clerk