

**Northwest Communications Union District  
Governing Board Meeting  
October 7, 2021, 6:00 PM  
Physical Location: Fairfax Community Library, Hunt St., Fairfax, VT  
Or Remotely via Zoom**

**Attendance:** J.R. Cox (Alburgh Village), Heather Jewett (Bakersfield), Emily Grims (Berkshire), Ron Bocash (Fairfield), Cathy Ainsworth (Fairfield), Mary Catherine Grazianno (Isle La Motte), Jake Kane (Sheldon), Kris Lantz (Berkshire), Cathy Ainsworth (Fairfield), Shaun Coleman (NRPC), Amber Baker (Georgia), Dave Stanley (Fairfax), Sean Kio (Chair), Elizabeth Nance, Brenda Churchill (Bakersfield), Stu McGowan (Alburgh), Ken Millman (Alburgh), Everett McGinley (Montgomery), Mary Kay Raymond (Fairfax), Shaun Coleman (NRPC) and Emily Klofft (NRPC)

**Call to Order and Adjustments to the Agenda**

S. Kio called the meeting to order at 6:06 PM.

**Approval of Minutes**

There were two sets of meeting minutes to approve: Sept. 2 and Oct. 4, 2021.

*K. Millman motioned to approve the minutes. MK Raymond seconded. Motion carried. Two abstained.*

**Treasurer's Report**

E. Klofft presented the Treasurer's Report. There were two invoices to approve: one for officer's liability insurance and one for general liability totaling \$4,990.49.

*E. McGinley motioned to process the invoices. K. Kane seconded. Motion carried.*

**VCBB & VCUDA Updates**

S. Kio provided an overview of the Vermont Community Broadband Board (VCBB) and Vermont Communications Union District Association (VCUDA). If anyone is interested in attending the meetings, let Sean know and he will notify each board. VCBB will be reviewing the H.360 grant applications.

**H.360 Application**

E. Klofft provided an overview of the H.360 application. The application includes 15 months of Executive Director salary, Operational Start-Up Expense, Administration, Legal Services, Audit and Pole Study Make Ready work totaling \$604,376.25. S. Kio noted there is \$30M available for preconstruction for all CUDs in VT. Our district is earmarked for \$3.5M. VCBB provides and oversight of the funding.

There was a discussion of the grant and questions regarding line-item amounts, politics behind funding breakdown, additional funding should other non-district towns join and funding sustainability for ED position.

*C. Ainsworth motioned to submit H.360 grant. E. McGinley seconded. Motion carried. One abstained.*

**Broadband Business Plan Consultant Selection**

*M.K. Raymond motioned to enter Executive Session and invited Shaun Coleman and Emily Klofft from NRPC. J. Kane seconded.*

S. Kio added that regarding consultant selection for business plan and contracts, this board finds that premature public knowledge would clearly place this body and persons involved at a substantial disadvantage.

*Motion carried.*

Executive session began at 6:28 p.m. and ended at 6:49 p.m. by unanimous vote.

S. Kio reported that board discussed intentions to make a selection for business plan consultant.

*M.K. Raymond motioned to release an RFQ for Business Plan Consultant. J. Kane seconded. Motion carried.*

### **DBA / Trade Name Discussion**

S. Kio discussed the various DBA's other CUDs have adopted. This agenda item was meant to start discussion of branding given that the Northwest Vermont Communications Union District is too long of name for marketing purposes. E. McKinley recommended the Communications subcommittee undertake this. K. Millman agreed and will develop some ideas and solicit input via the subcommittee.

There was a discussion about open-source networking.

### **Election of Chair**

S. Kio announced his resignation as board chair and representation of Enosburgh Town and Enosburg Falls. He turned meeting over to vice-chair MK Raymond.

*E. McGinley motioned to approve S. Kio's resignation. K. Millman seconded. Motion carried.*

*K. Millman nominated E. McGinley for Chair. MK Raymond seconded.*

Everett provided an overview of his background and technical expertise in the industry.

There were no other nominations.

*K. Millman motioned to close nominations. J. Kane seconded. Motion carried.*

*K. Millman motioned to elect E. McGinley as Chair. H. Jewett seconded. Motion carried.*

MK Raymond turned the meeting over to newly elected Chair Everett McGinley. S. McGowan thanked Everett for serving as Chair.

### **Other Business**

E. Klofft reviewed the Memorandum of Understanding between NRPC and the NWCUD for hiring an Executive Director. NRPC requested reimbursement for legal expenses to have their attorney review the MOU. E. McGinley explained the justification for seeking an MOU with NRPC noting it is a temporary arrangement that would allow some additional time for NWCUD to establish itself as an employer (payroll, benefits, etc.).

*J. Kane motioned to reimburse the NRPC for legal review expenses of the MOU. MK Millman seconded. Motion carried.*

*MK Raymond motioned to Authorize the Chair to execute the MOU provided that it is substantially in the form as presented. H. Jewett seconded. Motion carried.*

### **Sub-Committee Updates**

Communications – No update.

Project Management/Operations – MK met with VetroFiber Map which is a vendor to help manage the network including reporting and cost analysis. They offer a cloud-native fiber management platform to plan, design, build and operate a network.

Finance – No update.

### **Member Updates**

C. Ainsworth noted she is excited to be part of the group.

S. Kio noted Enosburg Falls Village has a new representative they have identified. Enosburgh Town has been notified they will need to appoint someone new.

A. Baker noted that the Georgia Selectboard will not appoint a new representative until they appoint a new Selectboard member. This could be another 4 weeks.

S. Coleman reported that he and S. Kio will be meeting with Swanton Town Selectboard and Swanton Village Trustees this month. St. Albans Town likely in early November.

S. Coleman added they he met with NRPC's Executive committee prior to this meeting to answer any additional questions about the MOU. One of the Islands representatives noted they would push to get the remaining Island towns on board.

### **Public Comment**

The Board thanked Sean for all his efforts serving as Chair.

### **Adjournment**

*MK Raymond motioned to adjourn. J. Kane seconded. Motion carried unanimously. Meeting adjourned at 7:20 PM.*