

Otter Creek  
Communications Union  
District  
April 21, 2021  
Meeting Minutes

Attendance: Bill Moore (Brandon), Cassandra Hayes (Goshen), Amanda O'Connor (RRPC), Sam Jackson (Pittsford), Chris Custer (Hubbardton), John Hill (Benson), Mary Anne Goulette (West Rutland), Tim Monks (Castleton), Andrew Quint (Chittenden), Jordan Jankus (Wallingford), Larry Courcelle (Menden), Terry Williams (Poultney), Tom Franco (Rutland City), Tom Collard (Pawlet)

Guests: Alex Kelley

Meeting opened at 5:00 p.m.

**Agenda approved:**

- NDA's: Mutual Compliance, Non-Disclosure: Previously sent out to OCCUD members via email for review.
  - Compliance with open meeting law: NDA is now part of the OCCUD documentation, containing important details such as the 3 days response for requests for information, etc.
  - The OCCUD will be reviewing certain information from companies that is sensitive, that will not be disclosed
  - RRMC agreement to continue to work together
  - **Mary Anne made a motion to accept the WCVT Non-Disclosure Agreement, Chris seconded the motion.**
    - **The motion was amended by John to include the OCCUD chair signing the NDA and seconded by Chris. There was no discussion, the motion passed.**
    - **The newly amended motion is to accept the WCVT Non-Disclosure Agreement, and instruct the OCCUD Chair to sign the NDA. There was no discussion, the motion passed.**
  - **Mary Anne made a motion to accept the CCI Non-Disclosure Agreement and instructed the chair to sign the NDA, Andrew seconded the motion. There was no discussion, the motion passed.**
- **Alex Kelly (Rural Innovation Strategies):** Who is working with EC Fiber to help our OCCUD with our business plan and funding that is likely to be available. We are in need for partnerships and how we will work together. We have begun looking into potential partnerships. An overview of what the potential partnerships:
  - Partnership factors: PPP agreement slides

## What goes into a PPP agreement?

### Roles

- Construction
- Maintenance
- Drops/installs
- Project management
- Financing
- Compliance

### Financial Arrangements

- Capital inputs
- Lease terms
  - Set % of debt service
  - Per mile
  - Per customer
- Service charges for end users

### Values

- Net neutrality
- Data caps
- Data privacy
- Local customer service
- Customer service response times

Idea = model that aligns incentives, e.g., private operator leases fiber at a rate of 5/month per passing and 20/month per customer

## Strategies and best practices for structuring a PPP

- What are you willing to compromise on, or what is a dealbreaker?
- Push for shared risk
- Model both sides to make sure private entity isn't making too much
- Bargaining chips / leverage
  - \$\$
  - Options
- Legal review and if applicable, review by financing entities



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- Any proposed PPP will need to be looked over by our lawyer several times.
- Terry asked about potential deactivation if better technology comes along and who will be responsible for the cost.
  - Newer technology is not in the foreseeable future, at least not as the cost of what we will be able to offer.
  - Potential such as this should be built into the PPE contract.
  - The most important factor is that taxpayers are not responsible for CUD debts.
  - A lot of safeguards need to be built into PPE's
  - Bond underwriters will also have certain safeguard requirements that the CUD must meet as well.
- John asked if there are existing PPE's that we can use as models?
  - There are several good PPE's that have been well documented that we can get access to.
  - The two most viable partners that we would likely begin talking to are WCVT and CCI.
- John asked if having many different telephone providers would be a factor.
  - No, if we go with a partner like CCI, they are already working in many areas and own space on the poles so that would cut down on construction costs.

- Tim asked about the capability of WCVT to support customer service with trucks and line workers?
  - Some costs scale with the number of customers and some fixed costs. Customer service agents will scale as well as trucks and line workers to some extent. We would be leveraging costs for the leadership team, engineering expertise, managers, etc.
- **Executive committee:** we need to have our first executive meeting, and we need executive committee members to hold this meeting. At present, we have Bill, Cassandra, Andrew, Chris, John, Jordan, Tom, and Tim who will make up the Executive committee.
  - Terry motioned to accept the above-mentioned OCCUD members onto the Executive committee and John seconded the motion. No further discussion, the motion passed.
  - The first executive committee meeting will be held in the following weeks.
- **CUD Accelerator Program update:**
  - All 9 sessions have been completed and are available to members. These sessions are very informative and worth viewing. The creator of the CUD Accelerator program, Evan Carlson, is looking to put all 9 sessions into one document for CUD's
- **Legislative Update:**
  - H.315 passed, it allocates 1.6 million to CUD's to pay for capacity type needs or preconstruction. We are waiting for guidelines on standing and anticipate having them by May 11. We have been asked to outline pre-construction costs, general operating expenses, and explore potential projects that we can engage in with other CUD's.
  - H.360 has not passed as of yet. It is still being reviewed and adjusted.
  - S.118 is also being reviewed. A wireless option that is not as feasible for many of our geographical locations.
  - ARPA funds: we are waiting to see if the Federal Gov decided to do with these funds. This is a good idea, we can say we will use these funds until we have seen the Federal guidance for the funds.
- **Grant update:** None at this time.
- **RRPC Contract:** Previously sent out to OCCUD members via email for review.
  - The contract is for and not to accede \$10,000
  - Mary Anne made a motion to accept the RRPC agreement through December and to have the OCCUD chair sign the agreement. Andrew seconded the motion. No further discussion, the motion passed.
- **VCUDA update:** If anyone from the OCCUD would like to serve as our rep for VCUDA, they meet once a week in the mornings. Jordan is willing to take part in the VCUDA meetings.
  - Tom made a motion to accept Jordan as the OCCUD rep for VCUDA meetings and Terry seconded the motion. There was no discussion, the motion passed.

- **New Member Recruitment:** In Rutland County, we are looking to have Ira, Middletown Springs, Tinmouth, Mt Holly, Danby, Mt Tabor, and Shrewsbury join our CUD. If OCCUD members have any contacts in these towns, we would like them to join us.
- **Other Business:** Our next meeting will be the third Wednesday in May: 5/19 at 5:00 pm
- An email will go out to Executive Committee members to set a meeting date.
- Chris made a motion to adjourn and Tim seconded the motion. No further discussion, the motion passed.

April 21, 2021 – OCCUD Board Meeting

<https://youtu.be/T7NZkKoYSQI>