



# Full Governing Board Meeting Minutes

## OTTER CREEK FULL BOARD MEETING MINUTES – March 15, 2023, 5:00 PM

TOWN	REP NAME	*	TOWN	REP NAME	*
Benson	John Hill	P	Pittsford	Tony Ferraro, Chair	P
Brandon	Bill Moore	P	Poultney	Mark Teetor	A
Castleton	Tim Munks	P	Rutland Twn	Bill Sweet	A
Chittenden	Andrew Quint	A	Rutland City		A
Fair Haven	Tracy Richards	P	Shrewsbury	Laura Black	P
Goshen	Cassandra Hayes	P	Sudbury	Mike Small	P
Hubbardton	Chris Custer	P	Wells	Eleanor Jones	P
Mendon	Larry Courcelle	P	West Haven		A
Pawlet	Jessica Van Oort, Clerk	A	West Rutland	Mary Ann Goulette	P
Jackie Savela, OCCUD Treasurer		P			

\*P=Present, A=Absent

Others Present: Caleb Boone, Vantage Point

1. Meeting Called to order at 5:02. Recording started.
2. Agenda. Approved as presented.
3. Approve Minutes. Feb 15, 2023 full board meeting had no quorum, so no minutes. Jan 18, 2023 meeting minutes not available yet. Video of Jan 18 meeting not yet posted. Few "housekeeping items" –
  - Laura B. will take minutes today.
  - Jackie S. will send video to Chris C. and Chris will post on website.
  - Laura will send today's minutes to Chris and Chris will post on website.
4. Executive Committee Updates. Tony reports as follows:
  - Status of partner-provider agreement is going well. The agreement is to engineer, construct and operate the network.
  - Team is close to the application process. Goal is to apply in late May so that VCBB will be able to approve at June meeting. This would allow for construction to start in 2024. Tony questions "How/when will members see the agreement and/or do members want to see the agreement? (to be discussed in item 6).
  - Tony offers executive session if members would like more detailed, non-public information. No members request executive session.
5. Construction Grant Application Discussion.
  - Bill M. question -Is the agreement for the entirety of the OCCUD? Tony response - Yes, all 18 Towns.
  - Bill M. question – Does the construction grant (from VCBB) cover the cost entirely? Tony response – This is still our last issue; the numbers do not cover the entire construction cost. The partner-provider's current estimate is ~ \$15.4 M; the grant funds are \$9.97 M. But, VCBB says there is more money coming to cover the complete construction cost.
  - Cassandra H. question – How much should member Towns plan to cover? Tony response – There is no intent to use any Town funds.
  - Tim M. question – Should member Towns still plan to donate ARPA funds for the project? Tony responds – No. the OCCUD doesn't have any way to track



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contributions as they would be applied toward the construction per town. So, no, there is no intent to request ARPA funds from member Towns.

- Tracy R. comment – There would not be any “buy-in” from Fair Haven for a request to donate ARPA funds.
  - Tim M. comment – It is good that only one company will be partnering with the OCCUD and performing the project.
  - Cassandra H. question – What is the “buy-in” (contribution) by the partner-provider? Tony responds -The partner-provider will be furnishing all the drops. The grant will build the network. VCBB wants the partner-provider’s contribution to be a 40:60% split, but right now the partner-provider’s share does not add up to that. Tim M. interjects that the partner-provider had submitted that their already expended costs in the region would add up to the expected contribution. Tony responds – that the VCBB is not accepting the partner-provider’s previously expended construction costs to be included.
  - Bill M. question – Is there anything we can do to ask the VCBB to overlook/ignore the requirement for the 40:60% contribution by the partner-provider? Tony responds – He feels that the VCBB should work with the partner-provider to resolve the issue.
6. Resolution to proceed with the Application to VCBB.
- Motion made by Bill M. - to allow the OCCUD sub-committee (who has been working with the partner-provider to develop the agreement) to work with the partner to submit the application in May in order to allow the VCBB to discuss and approve the grant at their June meeting.
  - Motion seconded by John H.
  - Discussion:
    - i. Eleanor J. question – Is the construction based on the current database of addresses (as was sent to all members). Tony responds – yes. Based on the Universal Service Plan to serve all unserved and underserved addresses. There are about 400 addresses that currently are served at 25/3 Mbps; the OCCUD plans to include and build to all those addresses; most will be passed anyway. For about 190 addresses, the OCCUD will need to justify; the OCCUD intends to survey those addresses. The VCBB knows and supports the OCCUD on this.
    - ii. Tony notes – there are on the order of 4000-5000 addresses.
    - iii. Tony notes – It is important to identify the off-grid addresses.
  - Vote is requested by Chair. Ayes are unanimous. Motion carries.
7. Policy for Expedited Payments.
- Discussion:
    - i. Laura B. describes that the reason for a policy of expedited payments is to allow payments for a specified contractor, in this case - Vantage Point, to be approved by a few appointed members rather than the full board, given that the full board meetings often do not have a quorum.
    - ii. Tony reads that the policy states that *“Invoices and pay requisitions of approved specified contract(or)s shall be reviewed and approved for payment by the chair of the OCCUD Executive Committee, one other member of the OCCUD Executive Committee, and the OCCUD Treasurer. “*
    - iii. Laura B. tells that the policy was reviewed and approved by the OCCUD’s legal team.



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- Motion made by Tracy R. to adopt the policy as written, with spelling correction made (Expedited at title of section 4.0).
  - Motion seconded by Tim M.
  - Vote is requested by Chair. Ayes are unanimous. Motion carries.
  - - Laura B. will send corrected final document (doc and pdf) to Tony F., Jessica V.O. and Chris C.
8. Amend bylaws to meet VT statute V.S.A. Section 3060 (Annual meeting must be held on 2nd Tuesday of May).
- Motion made by Tracy R.
  - Motion Seconded by John H.
  - Vote is requested by Chair. Ayes are unanimous. Motion carries.
  - - Laura B. will send corrected final document (doc and pdf) to Tony F., Jessica V.O. and Chris C.
9. Schedule May 9 Annual Meeting time.
- Motion made by Tony F. to hold **Annual Meeting on May 9, 2023 at 5:00 PM.**
  - Motion seconded by Tracy R.
  - Vote is requested by Chair. Ayes are unanimous. Motion carries.
10. VCB updates. Tony F. describes a Broadband Installer Apprenticeship program now being offered through VT Technical College. Tony will share the link; encourages members to share this information. Link: <https://cewd.vtc.edu/cewd/broadband-installer-apprenticeship/>
11. VCUDA updates. Larry C. provides information. VCUDA met on March 7. Discussed legislative updates, and BEAD program. There are four bills they are watching in the House – H159, H124, H367, H419. Next VCUDA meeting is March 28.
12. New Business-
- Project Manager update. Caleb Boone from Vantage Point is in attendance. Agreement with Vantage Point was signed 2/28/2023. Caleb describes that he is a member of the consulting team which has expertise in funding and grants, engineering, network implementation, federal regulations, and cybersecurity. The email address for OCCUD to contact Vantage Point is: [OCCUDPM@vantagepnt.com](mailto:OCCUDPM@vantagepnt.com)
  - Re-Appointments of Representatives and Alternates. Laura B. reminds members that VT statute requires representatives and alternates to be re-appointed annually before the last Monday in April. Appointment must be in writing signed by the chair of the legislative body (selectboard, for towns) and be presented to the Clerk of the CUD. Laura B. says that the OCCUD form for re-appointment includes signature (attestation) by the Town Clerk which is not required by statute. Laura B. also suggests that a sentence be added to instruct the member Town to provide the contact emails of the representative and alternate(s). Tony requests that Laura present a revised form to OCCUD's legal consultant to approve removal of the Town Clerk attestation and signature, and add wording to instruct providing contact email (not phone number). Final form will be sent to all representatives and alternates.
  - Bill Moore's retirement from the OCCUD and thanks! – Tony F reminds all that it was Bill who got the OCCUD off the ground and encourages all to thank him!!!!
13. Confirm next meeting – April 19 at 5:00 PM.
14. Adjournment - Motion to adjourn made, seconded, and voted unanimously at 6:00 PM.

*Respectfully submitted by Laura Black*