



**Aug 16, 2023 – 5:00 PM**

<https://meet.google.com/iwi-guxi-unz>

**Governing Board Meeting Minutes**

<b>Otter Creek Cud Governing Board Representatives &amp; Alternates:</b>					
<b>TOWN</b>	<b>REP NAME / ALT NAME</b>	<b>P/A</b>	<b>TOWN</b>	<b>REP NAME / ALT NAME</b>	<b>P/A</b>
Benson	<b>John Hill</b> / Steve Murrill	<b>P*</b>	Pittsford	David Atherton	<b>P</b>
Brandon	<b>Peter Werner</b> / Bill Moore	<b>P</b>	Poultney	<b>Mark Teetor</b> / Terry Williams	<b>P</b>
Castleton	Tim Munks	<b>P</b>	Rutland Twn	<i>No Appointment Received</i>	
Chittenden	Andrew Quint	<b>P</b>	Rutland City	<i>No Appointment Received</i>	
Fair Haven	Tracy Richards	<b>A</b>	Shrewsbury	<b>Laura Black</b> , Chair / Alan Shelvey	<b>P</b>
Goshen	Tyler Davidson-Toman	<b>P</b>	Sudbury	Mike Small	<b>P</b>
Hubbardton	Chris Custer	<b>P</b>	Wells	<b>Eleanor Jones</b> , Secretary / Sharon Corey	<b>P</b>
Mendon	Larry Courcelle, Vice Chair	<b>P</b>	West Haven	<i>No Appointment Received</i>	
Pawlet	Jessica Van Oort	<b>P</b>	West Rutland	<i>No Appointment Received</i>	
Jackie Savela, OCCUD Treasurer		<b>A</b>			

Other attendees: Caleb Boone - Vantage Point, Lisa Rogers - VCBB, Elijah Emerson - legal counsel

\* Joined after initial roll call.

1. Roll call, confirm quorum: Quorum confirmed.
2. Call to order - Start recording the meeting: Meeting started **5:05 pm**.
3. Motion to approve modified agenda: Motion by Mark, second by Larry, motioned passed.
4. Pre- Construction and Construction Application updates (Chair): Pre- Construction Grant was approved at the VCBB Board meeting. The Construction Grant was tabled. Laura did not make the Occud grant presentation because VCBB asked for a commitment to future VCBB policies. To be clear, the request from VCBB to Lamoille and Occud was for a commitment to a future (and as yet not complete) VCBB Accountability policy. Both Lisa Birmingham (Lamoille Exec. Dir.) and Laura felt that legal perspective was needed and each CUDs full board should vote on the VCBB request. VCBB meets again August 25.
5. Commitment to future VCBB policies letter: Laura asked Lucy Rogers to speak about her understanding of the VCBB letter. Lucy has worked with Laura and Caleb to make sure the Construction grant application is complete and likely to be granted by VCBB. Lucy said the board decided to table the Construction grant application until the next VCBB

Board meeting on August 25. Lucy suggested that the path forward should highlight work that has already been done in negotiations between Occud and CCI. Those negotiations have already resulted in language that references compliance with both current and future requirements of the VCBB. Eli Emerson (legal counsel) described the letter as a request from the VCBB board to make some level of commitment. Eli suggested that making the commitment did not amount to a waiver of any rights to argue something later regarding the policy. Eli paraphrased the italicized content in the letter responding to the VCBB and stated that we are giving the confirmation that the board wants to hear but also reserve the right to react to specific proposals. Laura is asking the full board to allow her to present the letter and then for her to say yes to the VCBB question. Lucy says that if the letter is passed on to VCBB, the letter will be included in packet for next VCBB board meeting.

Mike made a motion to allow Laura to publish the letter for the board packet for the VCBB meeting on August 25th. Motion seconded by Chris. Motion passed.

The last point that Lucy made, separate from the letter, is sustainability of Occud and letting VCBB know that it is being addressed by Occud.

6. Public input (limited to 5 minutes per presenter): None
7. Approval of previous meeting minutes: Motion by Mark, seconded by Chris. Motion passed.
8. Executive Committee report (Chair Lblack): Larry described the NTIA BEAD funding problems for other CUDs. He said BEAD requires a 25% match for a BEAD grant, 25% is the minimum. NTIA (National Telecommunication Information Administration) BEAD funding requirements won't likely affect Occud, but could impact many other CUDs in Vermont. VCUDA would like to see alternatives to the BEAD requirement of a Letter of Credit(LOC) from an FDIC bank. The BEAD 25% match and the LOC which also requires 25% collateral (cash or cash equivalent) match will result in vast sums of capital to be locked away for the duration of the broadband build. Recipients are looking at a capital hurdle of approximately 60% of their grant. For example, a provider seeking \$7.5 million for a \$10 million project will need at least \$4.6 million of capital upfront and that money could be tied up for years. VCUDA is asking for an alternative to the LOC such as a performance bond or delayed reimbursement. The request for a change is going to the US Assistant Secretary of Commerce for Communications and to the US Secretary of Commerce. Although the LOC does not impact Occud, Larry and Laura urge Occud to sign on to this request as a way to support other impacted CUDs. Mike noted that other non-CUD entities can also apply for BEAD funds. Mike suggested that CCI access to BEAD funding could be used to finish the buildout.  
Letter (drafted by VCUDA) regarding issue of BEAD requirement for a LOC - Motion needed for a signature. Motion by Mark, seconded by Larry . Motion passed.
9. Warrant review: August 9 warrant was \$3631. Invoices included Primer Piper, other legal counsel, Google, Seward and PO Box fee (Laura). This Warrant has been approved by Occud Executive Board.

(Note item "10. Discussion" is referred to as item 8 in video 56:14)

10. Discussion:

a. RFP for Executive director: Laura asks Vantage Point to create a draft of the RFP. Laura will talk further with Lamoille in regard to sharing services of their Executive Director (Lisa Burmingham). One issue for the new director will be to figure out how Occud will continue after the Pre- Construction grant runs out. Laura suggests that grants might be available and/or perhaps RRPC can use their revenue stream to fund Occud. Laura would welcome any ideas that Occud members have. Mike thinks that Occud and Lamoille should work together on the RFP to share the cost, effort, results and the position once hired. Jeff Tilton from the Lamoille board agrees with Laura that the two CUDs should discuss it. Caleb, Mike and Laura will undertake this task.

b. RFP for Construction Services: Laura would like to contact the engineer from Lamoille in regard to these services. Laura was also hoping that the future newly hired Occud executive director would take the lead on hiring for the Construction Services/engineer position. Mike would like to have a clear understanding of rolls, responsibilities and scope of the Construction Services position. Mike suggests that maybe RRPC has skills for the Construction Services position.

1:06:44 John Hill is present. He may have been present prior, but not picked up in video.

11. VCUDA updates (VCUDA rep, vice-chair Lcourcelle): VCUDA has a new employee Andrew Tarley. VCUDA Conflict of Interest policy is almost ready. The Letter of Credit is being worked. VCUDA has a job posting for finance and shared services. VCUDA and Green Mountain Power are working on make ready poles. Comments are closed for 5 year action plan. Next VCUDA meeting is August 22.

12. VCBB updates (Chair Lblack): ECFiber Construction grant was granted.

13. Grant reports (Vantage Point Cboone): Monthly and quarterly reports are due. SFR (construction reporting) will start once construction begins. Mike would like to know if CCI intends to access Pre-Construction funds. Larry mentioned that the Accountability policy will impact the Construction grant. Larry also expects this question from the Construction grant meeting - where do you see your CUD 8 years from now. Lucy Rogers gave Larry guidance on that. Larry also expects that overbuild will come up in the Construction grant meeting.

14. Other Business: Still looking for 25/3 information from mailings. Laura is looking for ideas to get 25/3 information from addresses.

15. Set Next Meeting - September 20 **5PM**

16. Adjournment - Motion to Adjourn by Mike, second by Mark . Motion passed. Adjourned **6:23 PM**

\*Executive Session due to finding that premature general public knowledge would clearly place the public body or a person involved at a substantial disadvantage, per 1 V.S.A. § 313 (1) (A).

Currently we are only meeting virtually. You have two options:

By Video

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<tel:+1-417-685-1176> PIN:545521485