



# Otter Creek communications union district

May 15, 2024 – 5:00 PM

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

## Annual Organizational Meeting Minutes

Otter Creek Cud Governing Board Representatives & Alternates:					
TOWN	REP NAME / ALT NAME	P/A/X	TOWN	REP NAME / ALT NAME	P/A/X
Benson	<b>Steve Murray / Lynn Bowen</b>	P	Pittsford	<b>Brett Mullin / Greg Hiltz</b>	P
Brandon	<b>Peter Werner / Bill Moore</b>	P	Poultney	<b>Mark Teetor / Terry Williams</b>	P
Castleton	<b>Leslie Cadwell / Ted Molnar</b>	P	Rutland Town	<i>No Appointment Received</i>	X
Chittenden	Andrew Quint	P	Rutland City	Alex Adams	A
Fair Haven	Jason Coupol	P	Shrewsbury	<b>Laura Black, Chair / Alan Shelvey</b>	P
Goshen	Tyler Davidson-Toman (check on tyler appt)	X	Sudbury	<b>Mike Small / Tom Myers</b>	P
Hubbardton	Chris Custer	P	Wells	<b>Eleanor Jones, Secretary / Sharon Corey</b>	P
Mendon	Larry Courcelle, Vice Chair / Valerie Taylor	P	West Haven	Jennifer Book / <b>Kerry Ellis</b>	P
Pawlet	Jessica Van Oort	P	West Rutland	<i>No Appointment Received</i>	X
Jackie Savela, OCCUD Treasurer (phone in ending in 25)					P
P= Present, A= Absent, X=No 2024 Appointment Received (Goshen appointment pending receipt of signed form).					

### Other attendees:

1. Roll call, confirm quorum - Quorum confirmed.
2. Call to order - Start recording - Start @5:03 pm.
3. Approval of agenda - Motion to approve minutes as written by Andrew Quint. Second by Mark Teetor. Motion approved (No Opposed).
4. Public input (limited to 3 minutes per presenter) - None
5. Election of Officers - Nominations, followed by discussion, followed by Vote, for each office:
  - Chair - Leslie Cadwell nominated Laura Black for chair. No other nominations. Laura Black accepted nomination. Second by Larry Courcelle. Motion (Vote) approved (No Opposed).
  - Vice-chair – Mark Teetor nominated Larry Courcelle for vice-chair. Larry accepted nomination. No other nominations. Second by Leslie Cadwell. Motion (Vote) approved (No Opposed).
6. Election of Executive Committee members - Nominations, followed by discussion, followed by Vote, for each:

- Exec Committee Member (1-year term) - Laura Black nominated Peter Werner for executive committee member. No other nominations. Second by Mike Small. Motion (Vote) approved (No Opposed).

Laura Black asked at this point if there is any member who is interested in serving on the executive committee. The executive committee meets on the second Wednesday of every month. The executive committee discusses issues and brings issues and decisions to the governing board for vote, the executive committee makes up the agenda, serves on other broadband committees meetings that don't need executive committee members.

- Exec Committee Member (1-year term) - Mike Small nominated Chris Custer for executive committee member. No other nominations. Second by Larry Courcelle. Motion (Vote) approved .
- Exec Committee Member (1-year term) - Leslie Cadwell nominated Eleanor Jones for executive committee member. No other nominations. Second by Chris Custer. Motion (Vote) approved.

Laura Black says thank you Peter Werner, Chris Custer and Eleanor Jones as well as Steve Murray (term expires 2026) and Mike Small (term expires next year) on the executive committee.

- Clerk/Secretary (1-year term) - Laura Black nominated Eleanor Jones for clerk. Nomination accepted. No other nominations. Second by Mark Teetor. Motion (Vote) approved.

7. Appointment of Treasurer (1-year term) - Nominations, followed by discussion, followed by Vote. Jackie Savela has been Occud Treasurer since before Laura Black was on the board (a few years) and Laura appreciates Jackie's commitment to Occud. Laura Black nominated Jackie Savela for Treasurer. Second by Leslie Cadwell. Jackie accepted the nomination for another year. No other nominations. Motion (Vote) approved.
8. End of Annual Organizational Meeting - Motion to adjourn the Occud Annual Organizational Meeting made by Peter Werner. Second by Andrew Quint. Motion approved @5:19 pm.



May 15, 2024 – 5:20 PM

**Governing Board Meeting Minutes**

Otter Creek Cud Governing Board Representatives & Alternates:					
TOWN	REP NAME / ALT NAME	P/A/X	TOWN	REP NAME / ALT NAME	P/A/X
Benson	<b>Steve Murray</b> / Lynn Bowen	P	Pittsford	<b>Brett Mullin</b> / Greg Hiltz	P
Brandon	<b>Peter Werner</b> / Bill Moore	P	Poultney	<b>Mark Teetor</b> / Terry Williams	P
Castleton	<b>Leslie Cadwell</b> / <b>Ted Molnar</b>	P	Rutland Town	<i>No Appointment Received</i>	X
Chittenden	Andrew Quint	P	Rutland City	Alex Adams	A
Fair Haven	Jason Coupol	P	Shrewsbury	<b>Laura Black</b> , Chair / Alan Shelvey	P
Goshen	Tyler Davidson-Toman (check on tyler appt)	X	Sudbury	<b>Mike Small</b> / <b>Tom Myers</b>	P
Hubbardton	Chris Custer	P	Wells	<b>Eleanor Jones</b> , Secretary / Sharon Corey	P
Mendon	Larry Courcelle, Vice Chair / Valerie Taylor	P	West Haven	Jennifer Book / <b>Kerry Ellis</b>	P
Pawlet	Jessica Van Oort	P	West Rutland	<i>No Appointment Received</i>	P
Jackie Savela, OCCUD Treasurer (phone in ending in 25)					P
P= Present, A= Absent, X=No 2024 Appointment Received (Goshen appointment pending receipt of signed form).					

2024-25 - OTTER CREEK CUD EXECUTIVE COMMITTEE MEMBERS		
Town	Name	Term Ends
Shrewsbury	Laura Black, Chair	2025
Mendon	Larry Courcelle, Vice Chair	2025
Benson	Steve Murray	2026
Sudbury	Mike Small	2025
Brandon	Peter Werner	2025
Hubbardton	Chris Custer	2025
Wells	Eleanor Jones, Secretary/Clerk	2025
Jackie Savela, Treasurer		2025

1. Roll call, confirm quorum
2. Call to order - Continue Recording - Started recording @5:20 pm.
3. Approval of agenda - Motion to approve agenda of 5.15.2024 as presented by Larry. Second by Mike. Motion approved.
4. Public input (limited to 3 minutes per presenter) – None.
5. Approval of previous meeting minutes - 3.20.24, no Quorum for the 4.17.24 meeting, 5.8.24 Special Meeting. - Motion to approve minutes of March 20, 2024 and special meeting of May 8, 2024 as presented. Second by Mike. Motion approved.

We are only meeting virtually.

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

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

6. Financials (Treasurer/VP): Present Warrant dated \_May 15, 2024\_ for \$21,414.90 for approval. - Laura says it contains two invoices from Vantage Point because we didn't have any invoices in April at the time of the meeting. To further explain, Jackie says the warrant is approximately double because the Vantage Point April invoice came in two days after the meeting and now at this meeting we have the May invoice also. Jackie says we have the same issue with the Primmer invoices this month, there are two of those as well. Typically, the executive committee approves the warrant, but timing caused the warrant to land here at the governing board for review and approval.

While Laura is scrolling through invoices in the warrant, Peter asks if Vantage Points involvement in the broadband build out will diminish as the construction phase begins. Laura says no. The main focus of work for Vantage Point is federal grant reporting. A template is uploaded to VCBB (Vermont Community Broadband Board - a State of Vermont agency responsible for following the federal rules). So Vantage Point receives information from Consolidated Communications (CCI) and they (Vantage Point) provide that report. That reporting will go on until the end of this year. Vantage Point also pulled together the Otter Creek CUD Financial Policy. When Caleb has quarterly reports, he will be reporting to us (Occud) on the federal filings. There is some concern with the dollar level. Leslie asks if the invoices are vetted or reviewed prior to preparing the warrant or otherwise before the warrant reaches the executive committee. Laura says typically we would discuss the warrant in the executive committee meeting and in this case, we are discussing the warrant in this governing board meeting. Typically, most of the invoices are things we expect like Google and bookkeeper charge (Seward). Some hourly contracts come in at significant dollar amounts and we question them; what were the services and are they following the contract. Leslie suggests for 2024 Occud might have a finance committee that can look at the hourly invoices and make sure they are understood by that group before the meeting. Hopefully that process won't be burdensome. Laura would like to see that happen with a few members. Sustainability model won't work with the current billing of Vantage Point. Peter would like to see executive committee work on this. Larry says the challenge is the limited time from receiving invoice, reviewing invoice and then to the governing board (but the gov. board may not get a quorum). Ted asks if in the next phase of project wouldn't the work involving Vantage Point be less. Also, couldn't Vantage Point attach actual documentation to the bill. Laura says Occud does need Vantage Point do the federal reporting through construction (the end of this year) and other reporting after this year. Laura agrees with Leslie that we have to look at finances and may look at cost of Vantage Point and how long will it go on and do we have the funds in our grant. Mike says Vantage Point was providing a break down of hours for their project management services but Mike hasn't seen that attached to recent warrants. Perhaps that's something they could provide between now and the end of the year. Mike agrees their services will be less when construction is done and there will be much less reporting. Laura says we will continue discussion in executive committee and in the Sustainability group; we might get insight from other CUDs.

Steve made a motion to approve the warrant of 5.15.2024 for \$21,414.90. Second by Chris. Motion approved.

7. Report from Exec Committee Mtg -
- Propose hiring HR/Business consultant to assist OCCUD with sustainability documentation, business organization, etc. - We are no longer searching for an executive director, but maybe we could use some business assistance. Laura received a few proposals for that type of assistance, and the company that Laura wants is HR Happens. As Laura and Larry attend Sustainability

meetings with the other CUDs and are learning more from those CUDs, we find we are challenged by tasks like D + O insurance for this CUD. Laura thinks we could use some assistance for these types of tasks. Laura does not have a background in management. Laura had proposed to the board that we accept the HR Happens proposal. Their hours would be not more than 20 hours to start for approximately \$5000. They will work on an hourly basis. Laura will need to go back to them again, because our needs have changed. Can they help us select the right kind of insurance? Can they help us with a way to look at financial issues we are seeing? Are those the kind of things they can help us with? If yes, they can go ahead and help us and charge us \$125 or \$200 per hour. Peter says he will handle the insurance issues for Occud for free, he has been in the insurance business for thirty eight years. Laura asks if we should table the HR Happens proposal again? Peter says that "HR" services may not include financial services. Laura doesn't know if "HR" in their title means they only do HR work, she will have to go back to them. HR Happens had been given a proposed list of tasks and they felt they could help with those tasks or find a consultant to help with some of those tasks. Peter says the HR Happens website does not specify financials as a task they can handle and suggests that the proposal to hire them be tabled.

- Propose adopting Financial Procedures Policy. - This is the final draft of this policy. It describes who approve warrants (executive committee) and it describes grant reporting and banking. It details what happens if Jackie is not available. There is another signer for checks described. The email address that vendors send emails to needs to be added ([info@occud.org](mailto:info@occud.org)) and Jackie agrees and thinks that as long as she is copied on email to [treasurer@occud.org](mailto:treasurer@occud.org), its a good idea. Having invoices go to more than one email (and person) is smart as long as we know who is taking care of those email addresses. So when invoices come in, there will be two people who look a them. Jackie is trying to switch a couple invoices from Brandon email to treasurer email. Google invoice comes to treasurer and info email addresses and is all set. Another is Arent Fox and they should be done invoicing Occud. Seward invoice goes to Jackies email address at Brandon and should be switched/added to treasurer. There are a few addresses that still need to be fixed according to Jackie.

Ted has a comment in messages- he doesn't know the size of the budget and the full system of payments, verifying email addresses to make sure they are not spoofed. At what dollar level is treasurer allowed to make a payment without verification? Jackie says everything goes on a warrant and gets approved before payment goes out and Laura agrees that is true. Jackie says the only vendors setup for automatic ACH are Google (ACH was a requirement for Google) and Seward (ACH payment method was in the contract). If the procedures policy is adopted, the Chair and Vice Chair need to go to the bank and fill out a signature form for the ability to sign in the event it is necessary. Jackie is also working on the setup for the ACH payment going out. From there, Jackie will give access to Seward so they can log in and view the Occud bank account to see balances and whats come in and whats gone out so that Jackie does not need to send them a statement. Laura asks for a motion to approve the financial policy.

Motion to approve the Otter Creek CUD Financial Policy by Mark. Second by Larry. Motion approved. Leslie Cadwell abstained.

8. Chair Report - GNS-update. CCI-update. Sustainability planning. OCCUD planning for 2024. VT State items - Legislative bills, CCI Sale, Digital Equity planning. 2024 OCCUD Planning (meetings, insurance,)\*

GNS-update - GNS is sharing address list. Mike has been making sure the address list is clear for Sudbury. GNS is updating their website for the types of services they offer to customers, but right now, it is not working correctly. Occud is being cautious about offering that website address. Mike says GNS shared the address list broken down by what they call remotes. Its not just Sudbury, but across the entire territory where they plan to provide service. Mike asked for build dates for each address. That information is on the Google drive (Laura will verify).

CCI-update - CCI is accelerating their schedule and are moving the completion date up from the end of the year (not sure if that is by weeks or months). Their schedule is on the Occud website on the Google shared drive. CCI doesn't like to add a specific date to addresses and will provide more detailed information this summer.

Sustainability planning - Laura and Larry are meeting with Lamoille Fiber CUD and Southern Vermont CUD. We are required by our grant to define a Sustainability plan. Occud and the other two CUDs are working on a plan to share services. Need to (spend ????) as little as possible. The Sustainability policy in Laura's opinion, is the most important issue right now for Occud. Lamoille must have a Sustainability plan before they ask for more funding, and they are going to ask for more funding. We are still working on legal agreements for putting the three organizations together. Laura asks for other volunteers or suggestions for working on the Sustainability committee. The committee meets every other Wednesday @9:00 am and Laura is looking for other members to join that group and attend those meetings.

OCCUD planning for 2024 - Sustainability plan and construction are the big items for 2024. Discussing financials will be first up at the next executive committee meeting.

Legislative bills - Nothing new. The legislative session is closed. We will need a physical location starting in January for meetings as a result of a legislative bill.

CCI Sale - Testimony requirement by a member of PSC and a consultant regarding CCI reporting of consumer outages. One of the terms of the sale is that CCI must report for three years. Laura has more information on this issue, please see her for details.

Digital Equity planning - The Digital Equity plan that VCBB put forward was approved by the NTIA (National Telecommunications and Information Administration). That give them grant dollars to go forward with planning that is available on the VCBB website. There is an initiative by VCUDA to gather entities in the Rutland region who will work on Digital Equity. Laura put them in touch with Rutland Regional Planning Commission and CEDRR (Chamber & Economic Development of the Rutland Region). They are also working with colleges and telehealth. There is federal grant money available.

Laura was hoping Occud could start meeting quarterly, but we still have enough work to meet monthly. Also, Laura would like to know if members are interested in meeting in person sometime this summer. Peter thinks that sounds like a good idea. He also wants to know if we will have to meet in person every time starting in January. We don't have to all meet in person, but we need a "in person" location that is available to the public and staff it with a representative. We could pick different sites for every meeting. Tyler suggests that Rutland regional may have space for regular meetings. Leslie suggests the summer meeting (get together) take place in Castleton or Lake St Catherine or other place outdoors. Have to decide the specifics. Maybe do a Wednesday meeting at 5:00 pm and have something to eat. Leslie volunteered to investigate a venue. Also, Laura says the restaurants around Bomoseen might be nice. Laura says Occud members may not want to be traveling to Rutland in the winter but driving to the town office is possible. Maybe RRPC could host Occud meeting.

9. Grant Reports (Vantage Point) - None.

10. Website committee report. - Laura tells Chris that she did not get a response from Mike that last time she tried to contact him. Chris did contact Mike, but is committed to other work this weekend. Mike is waiting for documents from the google drive. Those documents should not be a hold up according to Chris. Laura says there were a couple things he was going to do on the service areas page. She reminded him of those things and a couple other things. Laura says she will move the documents. New members are not on the shared drive yet.
11. VCUDA update (Chair) - Larry says Lamoille (Lisa Birmingham) is starting construction soon (June). Lamoille wants to know how the remaining ARPA funds that VCBB is holding will be allocated. Lamoille want to know if they have a policy for that and can they be used for new construction or new passings? VCBB says they will have a plan by June 2024. The Legislature passed S199, it allows CUDs to merger and it also changes the date for the annual meeting. There is an extension to Open Meeting law until 2025 and then will need a physical location. This VCUDA meeting was held May 7, 2024.
12. VCBB update (Chair) - Last meeting was related to BEAD funding, which Occud does not need. The speaker was a federal representative. For CUDs after BEAD funding, they must serve addresses that are off grid. There is a lot of discussion about the type of service that can be used. Is satellite acceptable? Does the use of low earth satellite technology meet federal requirements when currently there is only one service provider. VCBB meetings are recorded. CUDs applying for grant funding met in executive sessions. Occud may have to go after more ARPA funding for CCI for a few addresses in Hubbardton, Sudbury and Castleton for a total of 9 addresses.
13. Other Business - If new members would like more information about Occud, please feel free to contact Laura or Larry. The resource sheet should also provide information. There are also governing documents on the shared drive and also links to VCUDA and VCBB.
14. Set Next Governing Board Meeting - June 19, 2024 @5:00 pm. We need to have 10 representatives for a quorum at a governing board meeting. Please let Laura know if you cannot attend.
15. Adjourn - Motion to adjourn by Steve.