



May 8, 2024 – 5:00 PM

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

## Special Governing Board Meeting Minutes

Otter Creek Cud Governing Board Representatives & Alternates:					
TOWN	REP NAME / ALT NAME	P/A	TOWN	REP NAME / ALT NAME	P/A
Benson	Steve Murray / <b>Lynn Bowen</b>	P	Pittsford	Brett Mullin / <b>Greg Hiltz</b>	P
Brandon	Peter Werner / Bill Moore	A	Poultney	<b>Mark Teetor</b> / Terry Williams	P
Castleton	Tim Munks	P	Rutland Town	<i>No Appointment Received</i>	
Chittenden	Andrew Quint	P	Rutland City	Alex Adams	A
Fair Haven	Tracy Richards	A	Shrewsbury	<b>Laura Black</b> , Chair / Alan Shelvey	P
Goshen	Tyler Davidson-Toman	P	Sudbury	<b>Mike Small</b> / Tom Myers	P
Hubbardton	Chris Custer	P	Wells	<b>Eleanor Jones</b> , Secretary / Sharon Corey	P
Mendon	Larry Courcelle, Vice Chair	P	West Haven	Jennifer Book / Kerry Ellis	A
Pawlet	Jessica Van Oort	P	West Rutland	<i>No Appointment Received</i>	
Jackie Savela, OCCUD Treasurer					A

Other attendees: Leslie Cadwell for Castleton, Caleb Boone for Vantage Point Solutions

1. Roll call, confirm quorum - Quorum confirmed.
2. Call to order - Start recording - Start @5:06 pm.
3. Approval of agenda - Motion to approve minutes as written by Mark. Second by Larry. Motion approved (No Nays).
4. Public input (limited to 3 minutes per presenter) - None
5. Proposal by Chair to amend Otter Creek CUD Bylaws -
  - o Discussion - During reading and review, Larry pointed out that annual meeting is third Wednesday not second.
  - o Motion to Approve amendments to Bylaws - Motion by Chris to approve the amendments to the bylaws as read and reviewed.
  - o Second - Second by Lynn.
  - o Vote - Motion approved (No Nays).

See addendum to these minutes for changes as seen in bylaws. Changes include amended date, Occud annual meeting date, adds to executive committee (as primary entity) the responsibility for approval of invoices for payment, and clarification of threshold (\$750,000) for a single audit.

6. Set Annual Otter Creek CUD Organizational Meeting to be followed immediately by regular Governing Board Meeting - Wednesday May 15, 2024, at 5:00 pm.  
Motion by Mark to set Annual Occud Organizational meeting followed by the regular Governing Board Meeting. Second by Larry. Motion approved (No Nays).
7. Adjournment - Motion to adjourn by Mark. Second by Tim. Motion approved.



## **OTTER CREEK COMMUNICATIONS UNION DISTRICT BYLAWS** **(Amended ~~03/15/2023~~ 05/08/2024)**

### **SECTION 1. PURPOSE**

Whereas, in accordance with Act 41 of the 2015-2016 Session of the Vermont State Legislature and Act 119 of the 2019-2020 Vermont State Legislature ("Enabling Legislation"), the Otter Creek Communications Union District ("OCCUD") has satisfied the statutory requirements to qualify as a Communications Union District, the OCCUD Governing Board (the "Board") shall exist for the purpose of carrying out the roles and responsibilities described in said Acts or any subsequent amendments.

### **SECTION 2. ORGANIZATION**

As used herein, the term Town shall be understood to mean any member Town or City, and the term Select Board shall similarly imply either a Select Board or City Council, as appropriate. The OCCUD Governing Board consists of the delegates as appointed by the Select Boards of the District's member Towns. The Select Board of each member town shall appoint a primary delegate and is encouraged to appoint one or two alternate delegates. Each such duly appointed delegate becomes a member of the Governing Board by presenting a letter of appointment from his or her town's Select Board effective upon notification of the appointment being received by the Secretary.

### **SECTION 3. REGULAR MEETINGS**

The Governing Board shall hold its annual meeting on the ~~second-third Tuesday-Wednesday~~ of May or as voted at a previous Governing Board meeting. In addition, the Board will establish a schedule of regular meetings of the Board.

### **SECTION 4. SPECIAL MEETINGS**

Special Meetings of the Board may be called at any time by the Chair or shall be called by the Secretary upon written request of members of the Board representing a majority of the member Towns. Except in case of emergency, each member of the Board shall be given at least 24 hours' notice of any special meeting in accordance with the Vermont Open Meeting Law.

### **SECTION 5. QUORUM**

For the purpose of transacting business, the presence of delegates representing more than 50 percent of the votes then eligible to be cast shall constitute a quorum.

### **SECTION 6. RULES OF PROCEDURE**



Except as otherwise provided by law, or as may be agreed upon by the board, Robert's Rules of Order shall govern at all meetings.

## **SECTION 7. VOTING**

Each member town shall be entitled to cast one vote by a delegate present. Every town represented at a meeting shall identify its Voting Delegate during the attendance portion of the Board meeting so there is no ambiguity about which delegate from a town is entitled to vote. Except as otherwise provided herein, or in the Enabling Legislation, a majority of the votes cast shall be required to approve any action.

## **SECTION 8. TERMS OF OFFICE**

Governing Board: The member town delegates who make up the Board shall each be appointed by their Select Boards to serve for one year, from one annual meeting to the next, or until his or her successor is duly appointed. Executive Committee: The Chair and Vice Chair shall be elected for one-year terms and are eligible to be reelected to successive terms without limit. Non-officer members of the Executive Committee are eligible to be reelected to successive terms without limit.

## **SECTION 9. ELECTION OF OFFICERS**

The Board annually shall elect from among its members a Chair, Vice-Chair, and, as needed, at-large members of the Executive Committee. The Board may also elect other Executive Committee members, as it deems appropriate, for the conduct of its business.

## **SECTION 10. CHAIR**

The Chair shall preside at all meetings of the Board. The Chair shall also perform the entire duties incident to the position and office.

## **SECTION 11. VICE CHAIR**

During the temporary absence or inability of the Chair to perform his or her duties, the Vice Chair shall perform such duties. If the vacancy becomes permanent due to death, disability, resignation or removal, the Vice Chair shall serve as acting Chair until the vacancy is filled.

## **SECTION 12. SECRETARY**

The Secretary shall be elected annually by the Governing Board and could be an ex-officio non-voting member of the Executive Committee. The Secretary may, or may not, be a member of the Governing Board. The Secretary shall be Clerk of the District and shall execute all duties



assigned to the Clerk by the Enabling Legislation. He or she shall have custody of the public records of the District and shall record all votes and proceedings of the District, including meetings of the District and meetings of the Governing Board. The Secretary shall also prepare and warn all meetings of the Governing Board in accordance with Vermont law and shall cause the annual report approved by the Governing Board to be distributed to the legislative bodies of the member municipalities. The Secretary shall also perform all the duties and functions incident to the office of a Secretary or clerk of a body corporate.

### **SECTION 13. TREASURER**

The Treasurer shall be appointed annually by the Governing Board until such time as the Governing Board establishes the Executive Committee, after which time the Treasurer shall be appointed annually by the Executive Committee and could be an ex-officio non-voting member of the Executive Committee. The Treasurer shall not be a member of the Governing Board. The Treasurer shall have the custody of the funds of the District and shall be the disbursing officer of the District. When authorized by the Governing Board, the Treasurer shall sign, make or endorse in the name of the District all checks and orders for the payment of monies as may be required to carry out the provisions of the District as well as any and all valid contracts to which the District is a party, and pay out and disburse the same.

### **SECTION 14. EXECUTIVE COMMITTEE**

At the first Annual Organizational Meeting during which the Governing Board exercises its authority to establish an Executive Committee, and at every subsequent Annual Organizational Meeting, the Governing Board shall elect from its membership an Executive Committee consisting of a total of seven members: the Chair, the Vice-Chair, plus five non-officer, at-large members. In addition, the Treasurer and Secretary could be ex-officio, non-voting members. The Governing Board shall, at its annual meeting, elect one non-officer, at-large member of the Executive Committee to a three-year term, one to a two-year term, and as many others for one-year terms as are necessary for the total number of non-officer, at-large members to equal five. The Executive Committee is primarily responsible for approving invoices for payment, provided they are consistent with the budget and the grant agreement, supported by adequate documentation and evidence of work done, and aligned with the project timeline and milestones. In the event that the Executive Committee is unable to approve the invoices, the Governing Board may also exercise this authority. Both the Executive Committee and the Governing Board meet monthly to review and approve the invoices along with the warrant that is created by the Treasurer. The Executive Committee shall perform duties as assigned or delegated by the Governing Board. The Executive Committee shall be representative of the diverse interests of the member towns while also taking into consideration expertise available and needed.



## **SECTION 15. VACANCY**

If the absence or inability of any of the Executive Committee members to perform his or her duties or exercise his or her powers becomes permanent due to death, disability, resignation or removal, the Board shall elect replacement(s) from among its membership. Executive Committee vacancies shall be filled as soon as practical after proper notice, by election at the next regular or special meeting of the Governing Board.

## **SECTION 16. RECORDS**

The conduct of all meetings and public access thereto, and the maintaining of all records, books and accounts of the District shall be governed by the laws of this State relating to open meetings and accessibility of public records. Governing Board members, having an absolute right to access to any District record, shall not be subject to any fee that might otherwise be levied under open meeting regulations. Similarly, any materials deemed to be non-public, with the exception of personnel records, shall be made available to any Governing Board member upon request at no charge.

## **SECTION 17. AUDIT**

The Governing Board shall cause ~~an~~ Single aAudit of all OCCUD accounts to be performed ~~annually~~ by an independent professional accounting firm or a certified public accountant when OCCUD expends \$750,000 or more in federal assistance during its fiscal year. This single audit shall be conducted in accordance with 2 CFR Chapter I, Chapter II, Part 200, Subpart F.

## **SECTION 18. OTHER COMMITTEES**

As provided in the Enabling Legislation, the Governing Board may choose to establish other committees at its discretion for the purpose of advising the Governing Board such as a Finance Committee and an Audit Committee. Membership in such committees is not limited to Board members.

## **SECTION 19. REIMBURSEMENT OF OFFICERS**

Any Officer or Member of the Executive Committee shall be reimbursed for such expenses incurred in the discharge of their duties hereunder, as may be authorized or approved by the Governing Board.

## **SECTION 20. REMOVAL OF OFFICERS**

Any member of the Executive Committee may be removed by a two-thirds vote of the Governing Board whenever, in its judgment, the best interest of OCCUD will be served thereby.



## **SECTION 21. CONDUCT OF MEETINGS**

To the fullest extent permitted by law, the Governing Board and all committees shall be allowed to meet, transact business, provide notice and communicate by electronic and telephonic means.

## **SECTION 22. INSURANCE AND INDEMNIFICATION**

To the fullest extent afforded by law, including procuring and maintaining insurance through commercial carriers or municipal risk retention groups with limits in such amounts as the Governing Board shall deem sufficient to cover foreseeable risk, the District shall indemnify and defend its Governing Board and its officers from claims allegedly arising out of actions and omissions arising in such capacity.

## **SECTION 23. CONFLICTS OF INTEREST**

The Governing Board shall adopt a conflicts of interest policy, which shall be binding upon Governing Board members and all District Officers.

## **SECTION 24. AMENDMENT**

Amendments to these by-laws must be proposed and warned by written notice to all members before or at a regularly scheduled meeting of the Board, and to become effective, must then be adopted by two-thirds of members present and eligible to vote at the next regularly scheduled Board meeting no less than three weeks later.

## **SECTION 25. SAVINGS / SEVERABILITY**

If any term or provision of these Bylaws shall be invalidated, such action shall not affect the balance of these Bylaws.

END OF DOCUMENT



May 8, 2024 – 5:15 PM

**Executive Committee Meeting Minutes**

Video call link: <http://meet.google.com/dsx-okxj-foe>

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

Guest - Leslie Cadwell

1. Call to order - Start recording the meeting - Started at 5:26 pm.
2. Approval of agenda - Motion to approve agenda as written by Larry. Second by Mike. Motion passed.
3. Approval of previous meeting minutes 4/10/24 - From previous meeting minutes, changed meeting time with CCI to 2:00 pm instead of 4:00 pm. Motion by Larry to approve meeting minutes dated Apr 10 '24 as corrected. Second by Chris. Motion passed.
4. Chair Report on OCCUD business: Bylaws Update. GNS-update. CCI-update. MOU for Sustainability group (with LF CUD and SoVT CUD).

Bylaws Update - Laura points out that the Bylaws were updated just minutes ago in a Special Governing Board meeting. Annual meeting is set to take place just before the next Governing Board meeting (Wednesday May 15, 2024, at 5:00 pm). For more information refer to the Special Governing Board meeting agenda/minutes May 8, 2024.

GNS-update - Received new schedule from GoNetSpeed and are meeting Thursday. Mike asked for address list. Mike says Heidi will provide the address list and he also asked her about some addresses in Sudbury that are being served by their build in Whiting. Those addresses were not on the map. Laura says verifying addresses that are on the buildout list should help to ensure those addresses will be served.

CCI-update - CCI (Consolidated Communications) is pushing up their schedule to be completed before Dec. 31 '24. Mike asks if CCI provides an address list broken down by remote server (wire center). Laura says she thinks that information is on their address list. Meeting with CCI is this Thursday @2:00 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).



MOU for Sustainability group - Eli from Primmer Piper is putting together a MOU for the Sustainability group. Occud is working to limit future expenses, just as Occud has operated up to this point in time.

5. Chair report on Vermont State items: CCI Sale; H.199; 10 Year Telecom Plan; Digital Equity Plan;

CCI Sale - The sale is moving along and Occud is still represented by VCUDA and Primmer Piper. VCUDA filed a second draft that was less critical of CCI sale. Laura and Eli hold the position that we want the CCI sale to go smoothly and expect the contract to be honored by the new entity.

H.199 - Bill that allowed Bylaws changes including Annual meeting date.

S 155 - This bill has passed the house and senate and will require CUDs to hold in person (not exclusively virtual) meetings. Laura hopes we will be down to quarterly board meetings when this requirement comes into effect. She wonders if executive committee meeting also falls into the in person requirement (starts Jan. '25).

10 Year Telecom Plan - None

Digital Equity Plan - VCBB Affordability Policy.

6. Website committee report - Laura worked with website developer yesterday to get some changes on the maps. The new website is near completion according to Laura and Chris. Laura will send URL to executive committee soon and will send it to full board shortly.
7. Warrant and Financials (Treasurer) - No Warrant this week.
8. Financial Procedures Policy draft (Vantage Point) - Laura says the governing board should vote on the Financials policy at the Annual meeting. Larry made a motion to forward the Occud Financial Procedures Policy to the Governing Board with a recommendation for approval. Second by Chris. Motion passed.
9. Pre-Const Grant and Const Grant report (Vantage Point) - This will be covered in Governing Board meeting.
10. Review Agenda Items for upcoming Governing Board meeting: Chair Report (see above), Financial report, Proposal to hire consultant for 2024 Task assistance. Town contacts for CCI construction. - The Task assistance consultant is standing by and ready to work. Will need a quorum at Governing Board meeting to vote to hire the Task consultant. Town and Board member contact information needs to be sent to CCI and GNS. Laura says its time to let CCI/GNS know where in each town the free public access WIFI should be installed. CUD representatives need to work with town board/manager/clerks to identify the location (perhaps a location with a generator). Chris will ask Heidi to add the WIFI question to their meeting with his town selectboard.
11. Plan for May Organizational Meeting – Re-Appointments (missing appointments). Vote executive positions whose terms are up. Adopt Financial Procedures Policy. Twelve appointments have been made for Governing Board, six are still due (Goshen, West Haven, Fair Haven, Rutland City, Rutland Town, West Rutland). Laura is getting input and gauging interest of board members in assuming or continuing executive board positions. She also encourages all board members to engage in activities of both boards;

the participation is always appreciated. Laura will contact Peter and Steve regarding board positions. Laura will inquire about interest in clerk position.

12. VCUDA update (VCUDA Rep) – CCI Pre-File testimony - VCUDA is asking VCBB board and staff to work/plan, by mid July, to use ARPA money that must be obligated by the end of this year. Laura says Occud could use ARPA money to build in Hubbardton (12 addresses). Larry says Lamoille FiberNet construction is starting soon (next month). Lisa Birmingham has a proposal for remaining ARPA funds to be allocated and VCBB does not seem to have a plan for that. Talked about Open Meeting Law and they are pushing for CUD virtual only meetings.
13. VCBB update (Chair) – Affordability Policy update. - Affordability Policy seems to fail to follow the authority that was established in Act 71. It asks the CUDs to develop affordability and digital equity planning when there is currently activity at the state level for a digital equity plan and discussion of affordability planning. VCUDA is approaching the VCBB board to rescind that proposed policy and instead work on those policies at the state level. Mike thinks this work should happen in the legislature and he has a model of how that could work and he will send a link. He notes that it is similar to the New York effort. Larry says that a comment was made that ARPA money requirements may limit VCBB authority/demands.
14. Other Business - Tomorrow Laura and Mike are meeting with GoNetSpeed @3:00 pm, Laura and Larry will meet with CCI @2:00 pm. Larry won't join GNS @3:00pm. Eleanor will try to join CCI meeting.  
Please attend the Annual Organizational meeting. The group is looking for a quorum. Voting for board positions and appointment of treasurer and clerk happen at this meeting. Please do attend, your participation will be very much appreciated.
15. Next meeting June 12, 2024
16. Adjournment – Motion to adjourn by Mike. Second by Larry. Motion passed. Adjourned @6:22 pm.

Google Meet joining info:

Video call link: <http://meet.google.com/dsx-okxj-foe>

Phone: +1-407-906-7354

PIN: 453656294