

**Northwest VT Communication District Governing Board Meeting
April 7, 2022 at 6:00pm-Meeting Minutes
Virtual Meeting**

Attendance

See Attached.

Call to Order and Adjustments of the Agenda

Chair E. McGinley called the meeting to order at 6:02 p.m. followed by roll call. A quorum was present to conduct business. No adjustments to the agenda.

Public Comment

None. No members of the public present.

Approval of Minutes

J. Kane motioned to approve the March 3rd, 2022, minutes. S. Deal seconded. C. Ainsworth abstained. Motion carried.

Treasurer's Report

S. Kio shared the treasurer's report from March 2022 via shared screen and B. Lewis explained the report to the board. B. Lewis reviewed activity through People's Trust Company and Vermont Federal Credit Union and reminded the board that we are still transitioning to Vermont Federal Credit Union, so most expenses came out of Vermont Federal Credit Union. A large sum was transferred from People's Trust Company to Vermont Federal Credit Union, but we do still have payroll coming out of People's Trust Company. There was an ending balance of \$18,492.50 in PTC as of 3/31/22. An ending balance of \$180,616.40 in Vermont Federal, and a \$5 ending balance in another Vermont Federal Checking account as of 3/31/22. B. Lewis stated that he is still looking into money market accounts, so our money is not merely sitting in a regular bank account. B. Lewis explained the bills to present and outstanding invoices which total \$6,244.25, he continued to provide a detailed explanation of the profit and loss sheet for the month of March 2022 as well as for the first quarter of 2022. A brief conversation with some board members took place regarding some of the invoices. B. Lewis explained profit and loss budget versus actual as well for the first quarter of 2022 and outlined costs that were over or under budget. S. Kio noted that an annual budget was drafted and projected using unknown operational needs by scaling down from other CUD budgets. While some figures appear off they are tracking in-line with our grant budgets, which require monthly reporting. B. Lewis stated he can put together an actual and reprojection analysis.

E. Grims motioned to accept the Treasurer's Report. C. Ainsworth seconded. Motion carried.

Approval of Personnel Policy

E. McGinley stated that NWFX staff made all adjustments that were suggested by the board to the personnel policy. Detailed benefit plans were taken out and put on an employee benefits summary sheet as they can change from year to year. The group reviewed the personnel policy again via S. Kio's shared screen. The board suggested a few small grammatical changes, which will be made. L. Fearing questioned the language in the remote work policy and there was some discussion about this, but the board decided it is sufficient as is and S. Kio also noted that the personnel policy has been legally reviewed. C. Ainsworth mentioned that it does not include a Short-Term Family Leave policy 21 V.S.A. § 472a, which allows employees to do routine activities with their families. E. McGinley confirmed that

1 we should add this in and table approving the personnel policy until the next board meeting once we
2 have made this addition.

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4 **Executive Director Report**

5 S. Kio requested that staff, C. Benjamin, and M.K. Raymond provide the board with their updates first:

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7 C. Benjamin Reported:

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- NWFX has been working on an RFQ for Audit and Taxes. Originally, we had sent this out to over a handful of firms within Franklin County, Vermont and only received one email response that they did not perform audits. This week we made phone calls to follow up with the firms we had originally emailed and not heard back from, we did not have any that were able to take the project on. We then expanded our search and reached out to 30 firms within Vermont. We have also found out that we do not need to file a tax return, so we are now only looking for a financial statement audit for 2020 and 2021. We have had a few responses, so we hope to be able to select one very soon.
 - Reappointments of representatives are due the last Monday in April. While we have received some resolutions back from our towns for our board representatives, we do have a list of towns who have not replied. C. Benjamin listed these towns and welcomed the board to send a friendly reminder to their town clerk that these are due.

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21 M.K. Raymond Reported:

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- NWFX has identified a storage space for pre buy for warehousing.
 - We have been discussing with towns and road foreman regarding our site surveys and explaining to them what we are looking for and what our mission and vision is.
 - ONUG Communications will be our technical advisor, NWFX now has a contract with them.
 - Currently working on an accurate business list for our area for a business database. Having this data will be critical to us for future needs and detailed design.
 - M.K. Raymond has been meeting with potential vendors for RFPs and RFQs, we have gotten positive feedback from these vendors, and they are onboard.
 - RFP template is getting ready for our lidar, lidar is our first stage before we move forward with our pole surveys.
 - Attended Technology Association New England conference this week and that was successful. M.K. Raymond shared a few highlights from this with the board.

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35 S. Kio reported:

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- Trying to get fiber technician classes here in Franklin County and will let the board know when these are available. The only one currently is in Randolph, and we have gotten feedback that people do not want to drive that far. NWTC in St. Albans is interested in participating in the fiber technician classes if they are offered closer to St. Albans.
 - Update from VCBB: They have changed some of the use categories under the pre-construction grant and allocated some additional dollars for us, we can now use that fund for material purchases, which we could not do before in this grant. We will be meeting with NRTC who is

1 conducting our high-level design on 4/29/22 once this is reviewed and signed off, we are on our
2 way with many next steps.

- 3 • VCUDA update: There was discussion recently regarding non-CUD towns, there is some interest
4 in other northern Chittenden County communities. If NWCUD were to bring on these primarily
5 served communities, it would wreck our financial model. We can however look at these at a
6 case-by-case basis and take on a community only if we thoroughly go through the financials. We
7 of course want to assist these communities but not if it puts our current 21 NWCUD
8 communities at risk. There is an RFP for a shared municipal advisor for the CUDs that can assist
9 with the bond market.
- 10 • We are trying to close out our CARES Act Grant. We have a small excess of funds that we need
11 to pay back to the state. We are waiting on guidance from the state for the process to close this
12 grant out.
- 13 • S. Kio will be attending an event this month paid for by the state, it is a FBA regional conference.
14 This conference will be very useful for vendor relations, networking, and contacts.

15 J. Medamana asked if there was an update on our preferred ISP provider negotiation.

16 S. Kio stated that the joint working group with NW and Lamoille has met several times and they feel like
17 they have put together a very detailed and robust response to the preferred ISP provider. When we
18 have an MSA for review we will bring it to the full board for review and comment, though we are unsure
19 on an exact timeline for this.

20 J. Medamana additionally asked if the NRTC high-level design will be presented to the board. S. Kio
21 answered yes when it is complete.

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23 **Other Business**

24 S. Kio noted that the Communications Subcommittee has decided to attempt a monthly newsletter for
25 the public and we will collect email addresses for those that are interested in receiving this.

27 E. Grims asked how board members should respond to the public when they are asked about the
28 timeline of when everyone will have internet. E. McGinley answered that a vague answer is preferred as
29 we do not have an exact timeline, but it is slated to be 36 months once construction begins. Also, once
30 high-level design is complete, we can decide what the location phasing will look like.

32 L. Fearing asked if NRTC and ONUG provide the same service for us. S. Kio answered that NRTC handles
33 our business plan, financial modeling, and high-level design. We needed a third-party reviewer as well
34 to validate our work and validate NRTC's work. We have a USDA grant from last year for this and we
35 needed a replacement vendor for the original vendor previously chosen as they were no longer
36 available. The executive committee met and chose ONUG out of the two responses to RFQ we had.

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38 **Adjourn**

39 *B. Churchill motioned to adjourn. C. Ainsworth seconded. Motion carried.*

41 Meeting adjourned 7:22pm.

1 **Northwest Communications Union District**
2 **Governing Board Meeting Attendance**
3 **April 7, 2022**

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5 Alburgh Town – Ken Millman, Stu McGowan
6 Alburgh Village – J.R. Cox
7 Bakersfield – Brenda Churchill-Vice Chair
8 Berkshire –Emily Grims
9 Enosburg Falls Village – Absent
10 Enosburgh Town – Jesse Weatherwax
11 Fairfax – Dave Stanley
12 Fairfield – Cathy Ainsworth
13 Georgia – Zachary Burdick
14 Grand Isle – Michael Inners, Peter Southwick
15 Highgate – Absent
16 Isle La Motte – Absent
17 Milton – Erik Breiland
18 Montgomery – Everett McGinley - Chair
19 North Hero – John Medamana, Leisa Fearing
20 Richford – Vacant
21 Sheldon – Jacob Kane
22 South Hero – Absent
23 St. Albans Town – Steven Deal
24 Swanton Town – Absent
25 Swanton Village – Absent
26 Staff – Sean Kio, Chasidy Benjamin, Mary Kay Raymond, Brad Lewis
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