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**Northwest Communications Union District
Governing Board Meeting
June 2, 2022 at 6:00pm-Meeting Minutes
Virtual Meeting**

Attendance

See Attached.

Call to Order and Adjustments of the Agenda

Chair Z. Burdick called the meeting to order at 6:11 p.m. followed by roll call. A quorum was present to conduct business. No adjustments to the agenda.

Public Comment

Matthew LeFluer announced his attendance but no comment.

Approval of Minutes 5/5/22 and 5/10/22

No Changes

K. Millman motioned to approve the May 5th, 2022, minutes. J. Kane seconded. Motion carried.

No Changes

K. Millman motioned to approve the May 10th, 2022, minutes. M.C. Graziano seconded. Motion carried.

Treasurer's Report

S. Kio shared the treasurer's report from May 2022 via shared screen and B. Lewis explained the report to the board. B. Lewis reviewed activity through Vermont Federal Credit Union accounts. B. Lewis explained that due to the timing of the meeting and being so close to the end of the month the interest earned on the accounts was not yet available. An ending balance of \$50,015.80 was in Vermont Federal savings, and an ending balance of \$31,978.07 was in Vermont Federal Checking account as of 5/31/22.

B. Lewis stated that he completed the setup of our money market account and we transferred \$100,000 to that account. B. Lewis explained the bills to present and outstanding invoices which total \$5,321.15, he continued to provide a detailed explanation of the profit and loss sheet for the month of May 2022 as well as for the first quarter of 2022.

E. Grims motioned to accept the Treasurer's Report. P. Southwick seconded. Motion carried.

Board Schedule

S. Kio asked the board if our current regular Governing Board meeting schedule works for them or wondered if it would make more sense to move the meeting to quarterly. S. Kio also asked the board to consider at least moving the meeting off the first Thursday of the month, so it allows us to have the banking information available for the prior month. S. Kio asked if it makes sense for the full Governing Board to convene for large decisions and have the staff and Executive Board handle the day-to-day operations.

M.C. Graziano motioned to change the Regular Governing Board Meetings to quarterly and receive monthly updates from staff. S. Deal seconded. Motion carried.

Chair Z. Burdick stated that the Executive Committee will work with NWFX staff and make the decision on when to have the quarterly board meetings. We will work on getting the schedule set.

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Subcommittees

Z. Burdick stated that we have had difficulty with participation and finding members that can commit to the subcommittee meetings every month. He asked for the board’s thoughts on changing subcommittee meetings from being a formal session to a working group. This would mean they can be held as needed and would not have as many requirements to follow.

S. Kio added that historically participation has been an ongoing issue and concern since the creation of the subcommittees. From a day-to-day operational standpoint, it is difficult for staff to wait for the meetings due to the fast pace of our progress. Having more flexibility and holding them on an as needed basis to have discussions with board members would be beneficial.

E. Grims motioned to change the structure of subcommittees to as needed work groups. S. Goetz seconded. Motion carried.

Delegation of Authority (action needed)

S. Kio stated that a general function of an Executive Committee on any board is to act on behalf of the Governing Board. We are looking for a definition of how our Executive Committee can act on behalf of our board.

After a brief discussion of what the monetary limit should be for the Executive Committee to approve, Z. Burdick confirmed that we will update the current version of the proposed document. It will have separate categories for the budgeted items and unbudgeted items. We will ask the board to approve this at the next Governing Board meeting.

Board Appreciation Event

C. Benjamin and M.K. Raymond announced that NWFx staff will be hosting an in-person Board Appreciation Event later this month. NWFx Staff would like to show their appreciation for all the work the board does. Chasidy will send out invitation and details.

Executive Director Report

S. Kio Reported:

- VCBP Update: VCBP is currently dealing with a crisis from Maple Broadband’s district. A private provider is coming in and looking to cut their district in half.
- VCUDA Update: They have gotten a few solid leads on a municipal advisor for the CUDs, and they are still looking for a coordinator.
- We will be seeking another drawdown from our H360 grant because we are likely going under contract with our LiDAR vendor. Grant H315 will be closed out this month as we have used the remainder of those funds. We received notice that NTIA has a grant available called the Middle Mile Grant, we are doing research on this. It will not be passed through the state like other grants, but we are looking to see if it makes sense for us as well as possibly Lamoille CUD to apply.
- We have issued our RFP for Design & Construction Management; we have received 5 submissions. Staff along with Lamoille will go through them and grade each one. We will bring forth a recommendation to the full Governing Board.
- Mary Kay and Chasidy will have their 6-month performance reviews this month.

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- We have received the draft back for high level design from NRTC. Sean and Mary Kay have met to go through this and found a few items that need to be clarified with NRTC. They will meet with them next week to discuss this, then share with PMO workgroup.
- We are still waiting on our MSA exhibits and SLAs from Google Fiber. Our third-party advisor, ONUG, will also be looking these over once received.
- We have received enterprise provider interest. People are very interested in our open access model.
- NWFx selected Sullivan, Powers & Company for our 2020 and 2021 audits to be performed. Brad has started working on the to-do list they have sent us for our documents they are requesting.

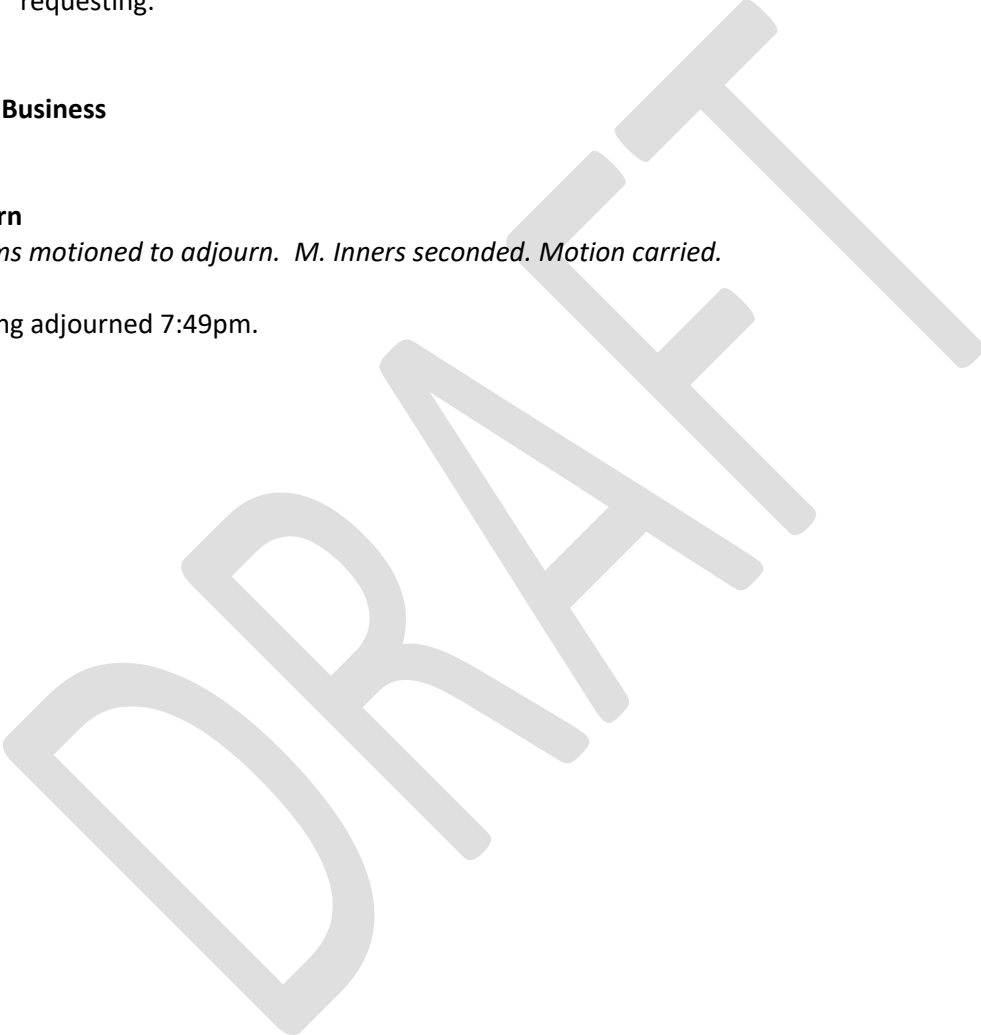
Other Business

None.

Adjourn

E. Grims motioned to adjourn. M. Inners seconded. Motion carried.

Meeting adjourned 7:49pm.



**Northwest Communications Union District
Governing Board Meeting Attendance
June 2, 2022**

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- Alburgh Town – Ken Millman
- Alburgh Village – Absent
- Bakersfield – Heather Jewett
- Berkshire –Emily Grims
- Enosburg Falls Village – Absent
- Enosburgh Town – Jesse Weatherwax
- Fairfax – Absent
- Fairfield – Absent
- Franklin – Susan Goetz, Travis Adams
- Georgia – Zachary Burdick, Chair, Jeffrey Hathaway
- Grand Isle – Michael Inners, Peter Southwick
- Highgate – Absent
- Isle La Motte – Mary Catherine Graziano
- Milton – Absent
- Montgomery – Absent
- North Hero – John Medamana, Leisa Fearing
- Richford – Vacant
- Sheldon – Jacob Kane
- South Hero – Absent
- St. Albans Town – Steven Deal
- Swanton Town – Absent
- Swanton Village – Absent
- Staff – Sean Kio, Mary Kay Raymond, Chasidy Benjamin, Brad Lewis
- Public- Matthew LeFluer

