

1 Northwest VT Communication District Governing Board Meeting
2 November 4, 2021 at 6:00 p.m.- Draft Meeting Minutes
3 Quincy Hotel Parlor - 57 Depot St, Enosburg Falls, VT / Hybrid
4

5 **Attendance:** Sean Kio (ED), Elizabeth Nance (Swanton Town and Swanton Village Rep), Jake Kane (Sheldon Rep.), Mary
6 Kay Raymond (Fairfax Alt.), Heather Jewett (Bakersfield Rep.), Everett McGinley (Chair/Montgomery Rep.), Emily Klofft
7 (NRPC), Shaun Coleman (NRPC), Stu McGowan (Alburgh Alt.), Ken Millman (Alburgh Rep.), Mary Catherine Graziano (Isle
8 La Motte Rep.), Emily Grims (Berkshire Rep.) Cathy Ainsworth (Fairfield Rep.), Daniel (Enosburg Falls Rep.) and Heather
9 Jewett (Bakersfield Rep.).

10 **Guests:** Chris Lynch, Matrix Design
11

12 **Welcome, Roll Call, Adjustments to the Agenda**

13 Chair E. McGinley called the meeting to order at 6:06 p.m. A quorum was present to conduct business. E. McGinley
14 asked to move the Business Plan RFP, Procurement Policy and Public Policy up to the start of the agenda in case quorum
15 is lost later on in the meeting.

16 *J. Kane motioned to adjust the agenda with Business Plan RFP, Procurement Policy and Public Policy up first. E. Grims*
17 *seconded. Motion carried.*
18

19 **Business Plan Consult RFP**

20 E. McGinley stated that a motion is needed to enter into Executive Session to discuss contracting for the NWCUD
21 Business Plan whereas premature general public knowledge would clearly place the public body or a person involved at
22 a substantial disadvantage as well as inviting NRPC staff member into Executive Session.
23

24 *H. Jewett motioned to enter Executive Session based on Chair's reasoning. K. Millman seconded. Motion carried.*
25

26 Executive session began at 6:10 p.m.
27

28 *M.K. Raymond motioned to leave Executive Session. J. Kane seconded. Motion carried.*

29 Executive Session ended at 6:20 p.m.
30

31 E. McGinley stated the Board reviewed and selected a preferred consultant from the three business plan proposals that
32 were submitted.
33

34 *M. K. motioned to select NRTC as the NWCUD Business Plan Consultant. H. Jewett seconded. Motion carried.*
35

36 S. Kio will notify the other consultants that they were not selected.
37

38 **Procurement Policy**

39 S. Kio presented the draft procurement policy. The NWCUD has been using NRPC's procurement policy which meets all
40 state and federal requirements. This policy is in line with other CUD procurement policies to ensure all state and federal
41 requirements are being met. There were no comments or questions on the policy.
42

43 *C. Ainsworth motioned to adopt the Procurement Policy. M.K. Raymond seconded. Motion carried.*
44

45 **Public Records Policy**

46 S. Kio reported that it is important we are consistent with the appropriate responses to public records requests and are
47 following appropriate legal requirement in honoring such requests. There was one request for public records made from
48 a member of the public last month and a response was given within 7 days. There were no comments or questions on
49 the policy.
50

1 M.K. Raymond motioned to adopt the Public Records Policy. H. Jewett seconded. Motion carried.
2

3 **Public Comments**

4 Chris Lynch from Matrix provided an overview of the Matrix project with Alburgh. There was an MOU that was fully
5 signed by Matrix and the Selectboard on September 14th. Matrix is currently in the sign-up phase of customers which is a
6 little under 40% of the number needed.
7

8 Matrix has been in business for over 26 years. He stated that all they do is design and build networks. Their 3 largest
9 customers are AT&T, Verizon and Level 3 which is now part of Lumen. Matrix is a privately owned company whose
10 owners believe in investing what they know and what they know is building fiber networks.
11

12 Matrix designed and built the first 9 towns for EC Fiber and operated the network in the first 3 years. ValleyNet was
13 formed out of former Matrix employees specifically for operating that network. Matrix is currently working with several
14 towns in Vermont and Massachusetts to design and build networks plus are entering agreements with other
15 communities in Maine. The model Matrix has is a public private partnership.
16

17 Probably of most interest is that the Town of Alburgh has the option to buy the network after 5 years. That amount is
18 set at a below market price and if after 5 years the NWCUD came to an agreement with Alburgh they could purchase the
19 network that was built for Alburgh.
20

21 C. Lynch noted he ran some quick numbers and stated it is going to cost the NWCUD about \$14M in make-ready costs
22 because there is already Comcast and other facilities on the poles. If you were to build out for all the towns within the
23 CUD with the exception of Alburgh and Isle La Motte, it would cost approximately \$54M. It would have to be done as a
24 phased build.
25

26 He noted that Matrix can get things done quicker because they do their own fiber design and project management and
27 have great relationships with suppliers. He also recommended Calix equipment.
28

29 E. McGinley thanked Chris. S. Kio agreed that Calix equipment for in house is preferable.
30

31 S. McGowan and C. Walsh discussed the current situation in Alburgh. Matrix is looking to get 460 customers to
32 presubscribe to their service. They are at 38%. The timeline/end date for presubscription is at the end of the year. C.
33 Walsh noted it is an artificial deadline. VEC informed Matrix that an application to VEC in 2021 would almost
34 automatically be guaranteed for the full coupon amount which in Alburgh would be worth \$460K. The new state
35 broadband map also includes wireless services which will reduce the number of unserved addresses. Chris noted that
36 presubscription sign-ups are typically slow at first but marketing and outreach will help get presubscription numbers to
37 460.
38

39 E. McGinley and the Board thanked Chris.
40

41 **Minutes** – Tabled. Will be approved next meeting.
42

43 **Treasurer's Report**

44 E. Klofft provided the Treasurer's Report. The current balance of the People's Trust Checking account is \$80,418.90. The
45 first half of H.315 grant for \$36,700 was deposited this month. Disbursements included start up costs related to the
46 Executive Director position. Several invoices were presented including officers insurance and NRPC administrative and
47 direct expenses.
48

49 S. Kio noted that the invoices listed in the Treasurer's Report fall within the \$10,000 threshold the Executive Director can
50 approve without Board approval. The invoices have been paid. He sent an email to NRPC noting they had been paid.
51

1 M. K. Raymond motioned to accept the Treasurer's Report. J. Kane seconded. Motion carried.

2
3 **DBA Trade Name**

4 K. Millman reported that the Executive Director and Communications Subcommittee used ranked choice voting to
5 finalize a DBA trade name. E. Klofft screened shared the ranked choice survey results. The most popular choice was NW
6 Fiberworx. M.K. Raymond noted it was a play on FTTx which is a term to describe a wide range of fiber topologies
7 according to where they terminate.

8
9 K. Millman motioned to select NW Fiberworx as the DBA Trade Name for Northwest Vermont Communications Union
10 District with an acronym of NWFx. E. Nance seconded. Motion carried.

11
12 **Executive Director Report**

13 S. Kio provided the report.

- 14 • Migrating files from Google to Microsoft took considerable time.
- 15 • Started to look at different options for financial institutions.
- 16 • Attended Press Briefing for CUDs and VCBB in Montpelier on Monday regarding H.360 awards. NWCUD received
17 a lot of press from local and regional news outlets.
- 18 • Attended Monday's VCBB meeting which included a few electric utilities.
- 19 • NWCUD met with VEC today to discuss pole surveys.
- 20 • VCUDA met regarding fiber pre-purchase.
- 21 • Continuing to seek a bookkeeper/accounting service. If you know of any qualified service, please share with
22 Director.
- 23 • Provided legal representation options to Chair and Vice-Chair for consideration. Difficulties retaining legal services
24 due to conflicts of interest with existing CUD clients. Found one firm that does not work for anyone and has some
25 telecom and utilities experience that is relevant. The state requires our Business Plan agreement to have a legal
26 review so securing legal services is a high priority.
- 27 • Banking account authorization changes are needed including removing former Vice Chair Chris Cota and adding
28 Chair Everett McGinley and Vice Chair Mary Kay Raymond as authorized representatives.

29
30 E. Nance motioned to remove Chris Cota, former Vice Chair as authorized representative and adding Everett McGinley,
31 Chair and Mary Kay Raymond, Vice-Chair as authorized representatives on the People's Trust bank account. K. Millman
32 seconded. Motion carried.

33
34 S. Kio added that the CUD is continuing to aggregate communities including adding Swanton Town, Swanton Village and
35 Saint Albans Town. Elizabeth Nance is the representative for both the Town and Village of Swanton. St. Albans Town
36 voted join this week and is seeking a representative and alternate.

37
38 VCBB contacted us regarding what assistance might be needed to move things along faster. There is an amendment
39 deadline of this Sunday for requesting additional H.360 funds for design and engineering if we have the capability to
40 move forward. It involves moving funding from 2022 activities to the end of this year. E. McGinley noted this is good
41 news because our members town want us to move faster and this will help because resources such as contracting are
42 going to be extremely scarce as we move into 2022.

43
44 S. Coleman noted that we will be meeting with the Town of North Hero on November 15th regarding their interest in
45 potentially joining.

46
47 E. McGinley asked if the Town of Franklin is interested? S. Kio replied that they have a fantastic family incumbent in the
48 community that is deploying fiber. They would be welcome and we certainly would entertain a collaborative relationship
49 with Franklin Telephone. E. McGinley added their presentation last year was certainly impressive.

1 E. McGinley requested we make an action item to get representation from Richford and Enosburgh Town.
2

3 **Sub-Committee Reports**

4 Finance – No report.

5 Communications – K. Millman reported they worked on DBA ideas and selection. They will be ramping up Facebook and
6 Twitter given all the activities such as hiring an ED and grant awards. Currently working with the Executive Director to
7 get press releases out. Agenda time at a future meeting will be needed. Need to get membership to push “likes” on
8 various platforms to help with social media push. There are some web site issues but now with the new DBA we will
9 likely be migrating to another platform. The Director is working through the issues.

10 PMO – M.K. Raymond screen shared the media attention the Executive Director has been getting these past two weeks.
11 It is great to have someone at the helm to move things forward and thanked Sean for all his hard work. E. McGinley
12 agreed.

13
14 **Other Business**

15 S. Coleman reported that the Public Hearing for the CUD’s Annual Report and Budget will be held next Thursday at the
16 NRPC office in St. Albans as well as on Zoom.

17
18 J. Kane recommended the NWCUD purchase some audio equipment to help with the hybrid meetings. E. McGinley
19 agreed. S. Coleman added the CUD can continue to use the NRPC Office for physical location. It has an Owl for
20 audio/video conferencing and a reliable internet service. It was unavailable tonight due to construction.

21
22 **Adjourn**

23 *K. Millman motioned to adjourn. M.K. Raymond seconded. Motion carried.*

24
25 Meeting adjourned at 7:16 pm.