Deerfield Valley Communications Union District
Governing Board Meeting Minutes
Draft: April 13, 2020

Meeting Date: April 9, 2020

Meeting Place: Video and audio conference

Town Representatives and Alternates Attending (V=present and voting, P=present):

Town	P/V	Representative	P/V	Alternate	P/V	Alternate
Halifax	P	David Jones		Tristan Roberts	P	Stephan Chait
Marlboro	V	Steven John	P	Bob Anderson	P	Bill Esses
Readsboro	V	Omar Smith	P	Raymond Eilers		n/a
Stratton	V	Betsy Wadsworth		Candie Bernard		Alyson Peterson
Wardsboro	V	Thomas Almeida	P	Donna Sebastian	P	Lise Fortin
Whitingham	V	Phil Edelstein	P	Wayne Corse		Mike Mandracchia
Wilmington	V	Ann Manwaring		Sarah Fisher		Gretchen Havreluk

Also Attending:
Legislative Representative: Laura Sibilia
Public Service Department: Rob Fish
Marlboro: Jean Boardman, Mark Francillon
Brattleboro: Patrick Moreland
Deerfield Valley News: Lauren Harkawik
Matrix Design Group: Chris Lynch

Ann Manwaring brought the meeting to order at 5:02PM.

Voting Protocols

Ann Manwaring said that the agenda was focused on setting up the Deerfield Valley Communications Union District ("District"). Initially, only the Representatives of towns that voted to set up the District initially would be entitled to vote. After additional towns were admitted to the District, Representatives of those towns would also be entitled to vote. An Alternate could vote for a Representative who was absent. Ann asked the Representatives to state their town and name before stating their vote.

Ann asked for and received a consensus appointment as Chair pro-tem to lead the meeting until officers were elected. She also asked for and received a consensus appointment of David Jones as acting Clerk.

Acceptance of Documents from Founding Towns

David Jones reported that Resolutions from four of the five founding towns were received and one was in progress. The Resolutions attest to the votes taken at Town Meeting to form the District and name the Representatives and Alternates to the District's Governing Board. Resolutions were received from Marlboro, Stratton, Whitingham, and Wilmington. The Halifax Selectboard did not meet as planned to pass its Resolution. In lieu of the signed resolution, David attested to the fact that Halifax had voted to

form the District, which can be confirmed by reports in the press. In addition, David affirmed that he had seen the Resolution that the Selectboard Chair has signed and will date on April 14 to attest to the vote and to name the Representative and Alternates.

David Jones moved that we should accept the documents from the founding towns – Halifax, Marlboro, Stratton, Whitingham, and Wilmington – stating that they voted to form the District on March 3. Betsy Wadsworth seconded the motion. Voting in favor were: David Jones, Halifax; Steven John: Marlboro; Betsy Wadsworth, Stratton; Phil Edelstein, Whitingham; and Ann Manwaring, Wilmington. There were no votes against or abstentions.

Roll Call of Governing Board

Ann Manwaring called the Roll of named Representatives to the District's Governing Board. The following stated they were present: David Jones, Halifax; Steven John, Marlboro; Betsy Wadsworth, Stratton; Phil Edelstein, Whitingham; and Ann Manwaring, Wilmington.

Motion To Declare the District Formed

Steven John motioned to declare the District organized pursuant to VSA Title 30,, Chapter 82. Phil Edelstein seconded the motion. Voting in favor were: Steven John, Marlboro; Betsy Wadsworth, Stratton; Phil Edelstein, Whitingham; and Ann Manwaring, Wilmington. David Jones said Halifax was in agreement. There were no votes against or abstentions. The District was declared formed.

Acceptance of Membership Applications from Readsboro and Wardsboro

Steven John motioned to accept membership applications from Readsboro and Wardsboro. Betsy Wadsworth seconded the motion. Voting in favor were: Steven John, Marlboro; Betsy Wadsworth, Stratton; Phil Edelstein, Whitingham; and Ann Manwaring, Wilmington. David Jones said Halifax was in agreement. There were no votes against or abstentions. Readsboro and Wardsboro were accepted as members of the District.

Roll Call of Governing Board Members from Readsboro and Wardsboro

Ann Manwaring called the Roll of Governing Board Representatives from the admitted towns. The following stated they were present: Omar Smith, Readsboro; Thomas Almeida, Wardsboro.

Election of Officers

Steven John nominated Ann Manwaring to be Chair. Thomas Almeida seconded the motion. There were no other nominations. Voting in favor were: Steven John, Marlboro; Omar Smith, Readsboro; Betsy Wadsworth, Stratton; Thomas Almeida, Wardsboro; Phil Edelstein, Whitingham; and Ann Manwaring, Wilmington. David Jones said Halifax was in agreement. There were no votes against or abstentions. Ann Manwaring was elected.

Betsy Wadsworth nominated Steven John to be Vice Chair. Omar Smith seconded the motion. There were no other nominations. Voting in favor were: Steven John, Marlboro; Omar Smith, Readsboro; Betsy Wadsworth, Stratton; Thomas Almeida, Wardsboro; Phil Edelstein, Whitingham; and Ann

Manwaring, Wilmington. David Jones said Halifax was in agreement. There were no votes against or abstentions. Steven John was elected.

Omar Smith nominated David Jones to be Clerk / Secretary. Phil Edelstein seconded the motion. Voting in favor were: Steven John, Marlboro; Omar Smith, Readsboro; Betsy Wadsworth, Stratton; Thomas Almeida, Wardsboro; Phil Edelstein, Whitingham; and Ann Manwaring, Wilmington. David Jones said Halifax was in agreement. There were no votes against or abstentions.   David Jones was elected.

Ann Manwaring reported that she had not yet found a willing volunteer with the skill set needed to be voted a Treasurer. She asked for suggestions from those attending. Ann noted that, by law, the Treasurer may not be a Representative or Alternate on the Governing Board. The vote to elect a Treasurer was deferred until a future meeting.

Authorization of Clerk to file Certificate of Formation

Vote 6: Omar Smith made a motion to authorize the Clerk to file a Certificate of Formation with the Vermont Secretary of State. Phil Edelstein seconded the motion. Voting in favor were: Steven John, Marlboro; Omar Smith, Readsboro; Betsy Wadsworth, Stratton; Thomas Almeida, Wardsboro; Phil Edelstein, Whitingham; and Ann Manwaring, Wilmington. David Jones said Halifax was in agreement. There were no votes against or abstentions. The Clerk was authorized to file the Certificate of Formation.

Authorization for Treasurer to Open Bank Accounts and Obtain Tax Identification Numbers

This agenda item was deferred until a Treasurer is appointed.

Motions To Accept Mission and Vision Statements, Bylaws, and Conflict of Interest Policy

Steven John made a motion to approve the text of three documents that were posted on the Deerfield Valley Broadband Working Group site and reviewed previously by that group. These included Mission and Vision statements, Bylaws, and a Conflict of Interest Policy. Betsy Wadsworth seconded the motion. Voting in favor were: Steven John, Marlboro; Omar Smith, Readsboro; Betsy Wadsworth, Stratton; Thomas Almeida, Wardsboro; Phil Edelstein, Whitingham; and Ann Manwaring, Wilmington. David Jones said Halifax was in agreement. There were no votes against or abstentions. The documents were accepted.

Agreement on Regular Meeting Schedule

Ann Manwaring announced that the next meeting of the Governing Board will be the Annual Organizational Meeting that is called for in Title 30, Chapter 82. That meeting must be held on the second Tuesday in May, which is Tuesday, May 12. Steven John made a motion to hold the next Governing Board meeting on Tuesday, May 12.   Omar Smith seconded the motion. Voting in favor were: Steven John, Marlboro; Omar Smith, Readsboro; Betsy Wadsworth, Stratton; Thomas Almeida, Wardsboro; Phil Edelstein, Whitingham; and Ann Manwaring, Wilmington. David Jones said Halifax was in agreement. There were no votes against or abstentions. The next meeting will be held on May 12, 2020.

Ann Manwaring asked if we would schedule regular monthly meetings other than the Annual Organizational Meetings on the third Wednesday of every month. Phil Edelstein said the Whitingham Selectboard meets on every other Wednesday at 6:30, which could be a conflict if the dates overlap and the Governing Board meeting extends beyond 6:30. Steven John made a motion to hold monthly meetings other than the Annual Organizational Meeting on the third Wednesday of every month at 5PM. Omar Smith seconded the motion. Voting in favor were: Steven John, Marlboro; Omar Smith, Readsboro; Betsy Wadsworth, Stratton; Thomas Almeida, Wardsboro; Phil Edelstein, Whitingham; and Ann Manwaring, Wilmington. David Jones said Halifax was in agreement. There were no votes against or abstentions. Beginning in June, monthly meetings of the Governing Board will be held on the second Wednesday of every month at 5PM.

Betsy Wadsworth asked to have meeting invitations issued from Outlook. Phil Edelstein asked to have the dates of the meeting entered into the body of the invitation. These two practices will enable meeting dates to be entered in everyone's calendars. ACTION: The Clerk will send a recurring meeting invitation.

New Business

WRC / District Coordination

Ann Manwaring asked Steven John to report on a meeting called by Laura Sibillia with the Windham Regional Commission (WRC). Chris Company and Sue Westa of the WRC attended as did Carole Monroe of ValleyNet. Ann Manwaring and Steven John were invited to sit in on the meeting.

Steven John said the purpose of the meeting was to gain assurance that the work of the WRC to produce a feasibility study and business plan for a regional CUD a) would be completed in a timely way, b) would recognize the Deerfield Valley CUD as the core group around which that CUD would develop, and c) would be practically useful to the Deerfield Valley CUD as a basis for operational planning and requests for grant or loan funding. The meeting participants agreed that the study would be conducted in this manner. Steven John will represent the Deerfield Valley CUD in meetings called by the WRC with the towns in its jurisdiction to report the results of the study and any recommendations to join the District. The WRC will meet with towns in groups rather than individually.

Laura Sibilia reported that the ValleyNet participants on the WRC team, Carole Monroe and Stan Williams, expect that the conclusion of the feasibility study will be that only one CUD in the county will be economically feasible. Both the WRC and the District should expect the District to expand over time to include the other towns in our region. The District will be represented in meetings between the WRC and non-member towns and the District will invite representatives of the other towns to attend its meetings.

Vendor Coordination

David Jones reported on an initiative to become familiar with the market for services that the District will need to contract for in order to provide service to our customers. The WRC team had drafted a letter and a data set to be sent to vendors who may be interested in servicing the District. The letter states the District's mission and invites vendors to describe how they might propose to support us. The data set provides key demographic data about towns in the region and reports the number of respondents to the WRC Broadband Survey and the percentages of respondents who state they would

be interested in a fiber-to-the-premises service. District leaders working informally with the WRC requested revisions to initial drafts of the letter and data set.

The tone of the letter is open ended, enabling vendors to state how they would propose to support us. About a dozen vendors will be contacted. Vendor presentations will be scheduled at a rate of one per week, beginning as soon as possible. The District expects to learn from these presentations what vendors are in the market and how we might proceed to contract with them.

Stephan Chait asked if the vendors who are presenting could help the Governing Board to prepare an RFP as the first step to contract for work. David Jones responded that the vendor presentations would help the Governing Board members to determine how all of the functions that the District must contract with vendors to perform should best be organized, e.g., assigned all to one vendor or divided between several vendors. ACTION: David Jones will send the list of CUD functions to all Governing Board members.

Steven John asked if the letter and data set would be reviewed by all Governing Board members before it is released. Stephan Chait expressed concerns about the first draft of the data set and asked if the data set would be sent to vendors at the same time as the letter David Jones said we need to balance between getting the data exactly right and getting started with the vendor presentations; if half of the vendors respond, we will be hearing presentations through the end of May. Steven John said he wants the letter and data to be sent only after each of the Representatives are satisfied with the quality of the data set.

Rob Fish said it is important to get word to vendors that we are in the market for services. All vendors will know that data for rural areas requires intelligent interpretation.

Patrick Morland asked if data from towns not belonging to the CUD now can be included in the data set. David Jones said the data set includes all of the Windham County towns we might expect to join.

Steven John made a motion that the letter and data set should be sent to vendors after review and approval by each of the town Representatives, with a deadline of releasing the letter and data to vendors by Friday, April 17. Voting in favor were: Steven John, Marlboro; Omar Smith, Readsboro; Betsy Wadsworth, Stratton; Thomas Almeida, Wardsboro; Phil Edelstein, Whitingham; and Ann Manwaring, Wilmington. David Jones said Halifax was in agreement. There were no votes against or abstentions. ACTION: David Jones will send a copy of the revised draft letter and a copy of the revised data set to each of the Governing Board members and will request their approval to proceed. If approval is not provided by email, we will schedule a meeting to review.

Additional Volunteer Actions

Ann Manwaring reported that Bob Anderson from Marlboro is developing a website for the District. Donna Sebastian will assist the Clerk / Secretary in administrating the District. Ann also described an organizational chart that Steven John has created. ACTION: Ann Manwaring will distribute the chart to Governing Board members.

Betsy Wadsworth reported that some towns in Bennington County that don't have cable service in the areas adjacent to Windham County towns may be candidates for inclusion in the District. Steven John suggested that Winhall should reach out to the Southern Vermont CUD but they would be welcome to

join ours. Anne Manwaring said that several towns that belong to the Windham Regional Commission are not in Windham County. ACTION: Ann Manwaring will coordinate outreach to these towns with Betsy Wadsworth.

Southern Vermont CUD Meeting Report

David Jones reported on the meeting of the Southern Vermont CUD he had addended the previous day. The SVCUD is focusing on obtaining grant funding for a planning effort similar to the one that the WRC is accomplishing for us. The SVCUD chose Catamount Fiber as its trade name. David said Rob Fish had discussed funding sources and asked if he could provide that same information to us.

Rob Fish said he posted a link to a video meeting of the Vermont Senate Finance committee on the topic of broadband financing and a link to the presentation made at the meeting. A presentation to the committee meeting outlines the funding sources that exist now and potential additional sources of funding that may be included in a fourth federal stimulus bill. Rob noted that the tendency of federal legislators is to put funds into existing programs such as the USDA funds from which we are currently disqualified from receiving. The state is promoting the concept of awarding Block Grants instead. Rob encouraged all members of the Governing Board to contact state and federal legislators to state the District's needs and make our voices heard. The links provided by Rob were:

Finance committee hearing: https://www.youtube.com/watch?v=sw_DSxrfwAw

Finance Committee presentation:
https://legislature.vermont.gov/Documents/2020/WorkGroups/Senate%20Finance/Covid%2019%20Response/W~Maria%20Royle~COVID%2019%20and%20Connectivity~4-7-2020.pdf

Rob Fish also reported that the Pubic Service Department is working to identify every unserved address and correlate these to school districts. This analysis will show addresses that are unserved but not addresses that can't afford service. The Department is also continuing to map public access wi-fi hotspots around the state (1,030 at last count).

Rob Fish reported that Microsoft and RTO are offering to provide and install commercial grade Wi-Fi hotspot equipment to areas that are reachable by vehicle. He urged CUD members to identify locations that may qualify for connection.

Rob Fish also urged Governing Board members to make connections with local hospitals, schools, and libraries to form alliances that may be useful when grant awards to these institutions for connectivity to clients need to be executed.

Additional Actions

Laura Sibilia said that Ann Manwaring is invited to testify to the Vermont House Energy and Telecommunications committee on Thursday, April 10 at 1PM. She will send a link to the online meeting. The hearing will focus in the needs of all CUDs operating or starting up in Vermont.

Laura Sibilia thanked everyone for working to get the District formed and operating. Ann Manwaring thanked Laura for her leadership in getting us started.

Adjournment

Steven John made a motion to adjourn. Omar Smith seconded the motion. Voting in favor were: Steven John, Marlboro; Omar Smith, Readsboro; Betsy Wadsworth, Stratton; Thomas Almeida, Wardsboro; Wayne Corse, Whitingham; and Ann Manwaring, Wilmington. David Jones said Halifax was in agreement. There were no votes against or abstentions. The meeting was adjourned at 6:08PM.

Respectfully submitted,

David Jones
Clerk / Secretary