

**ECFiber Annual Governing Board Meeting
Minutes
Vermont Law School
10-May-16**

Call to Order: Chairman Irv Thomae called the meeting to order at 7:05 p.m.

1. **Attendance & Introductions:** Irv called the roll with a quorum of member towns present.

Town	Delegate	P	V	1st Alternate	P	V	2nd Alternate	P	V
Barnard	Daniel Leavitt	x	x	Richard Lancaster					
Bethel	Matthew Washburn	x	x	Ian Stewart					
Braintree	Jackson Evans	x	x	Tim Caulfield					
Brookfield	Dan Childs	x	x	Stuart Edson					
Chelsea	Phillip Mulligan	x	x						
Granville	Richard Poole	x	x						
Hancock	Monica Collins								
Hartford	F.X. Flinn	x	x	Rebecca White					
Montpelier	John Bloch	x	x	Rob Chapman	x				
Norwich	Irv Thomae	x	x	Bob Gere					
Pittsfield	Marion Abrams			Peter Borden					
Pomfret	Bob Merrill	x	x	Alan Graham	x				
Randolph	Jeff Tolbert			Jerry Ward	x		CJ Stumpf	x	x
Reading	Steve Ellis			Carol Boerner					
Rochester	John White	x	x						
Royalton	Richard Dermody	x	x						
Sharon	Paul Haskell			Brad Atwood					
Stockbridge	Carl Groppe			Steve Farrington					
Strafford	Stephen Willbanks	x	x	David Webb	x		Andy Behrens	x	
Thetford	Jim Masland	x		Fred Thomas	x		Marty Blumberg	x	x
Tunbridge	Henry Swayze	x	x	Janet Zug					
Vershire	Fred Crowley	x	x						
W. Windsor	Dave Halpert	x	x	Ken Parrot	x				
Woodstock	George Sadowsky	x	x	Dave Brown	x		Chris Miller		

AGENDA

1. Attendance
2. Introduction of Guests
3. Public Comments
4. Accept Minutes of April 12, 2016 Meeting
5. Reports and Updates
- Financing
- Construction & Operations (Carole)
- LevelUp Pre-Registration Results (Carole)
- 6?
7. Committee Reports
- Executive Committee
- *Motion:
- *That incumbent members of the ECFiber-ILC Executive Committee shall continue as members of the District's Executive Committee, eligible to serve until their respective three-year terms under the ILC would have expired.
- Government Relations
8. Elections

9. *Old Business:*

Amendments to the Governing Board Bylaws adopted Feb 9, 2016

10. *New Business*

11. *Adjournment*

2. Introduction of Guests: Charles Sherman, Carole Monroe, Stan Williams (ValleyNet).
Rob Crossett (Thetford).

3. Public Comment-n/a

4 Approve the minutes of the April 9 Governing Board meeting

Chairman requested that the record clarify that in order to transition to a larger Exec Comm with 5 at large positions, the proposed plan had to be modified---there will be 2 new, two year positions .

Motion to approve Apr. 9 Governing Board minutes. (M/ Bloch, S/Swayze), carried with all in favor.

5. Reports and Updates.

Financing: Stan highlighted some of the info in the financial packet sent out in advance of the meeting. In general, the Q1 financials are matching up well with budget projections. Churn remains very low since inception, much better rate than typical telecoms expect. Some revision of the spreadsheets outlining the business plan with the MCM financing will be needed because they were not able to sell notes with term as long as 25 years. This may not matter if we are able to refinance the notes in 7 years. But the shorter term and slightly higher interest rates will make a small difference in budget projections. Stan emphasized that far more important to ECFiber success is ability to get take rate >5 subscribers/mile.

Construction & Operations (Carole): Refer to report sent to Gov Board. Perhaps most significant highlight is ongoing delay in building to “The Greens” because of need to re-engineer the network in Bethel, which will then feed to Stockbridge and beyond. GMP is late with make ready affecting 3 applications on DPS routes.

LevelUp Pre-Registration Results (Carole): As reported, the Crowd Fiber campaign generated 1900 sign-ups. After accounting for duplicates and recalculating miles needed in the top towns, the following 6 towns were the winners: Barnard, Thetford, Strafford, W. Windsor, Pomfret, Pittsfield. The combined new network will be 243 miles and 827 new subscribers are in those towns. Carole discussed terms of the RFP for engineering and design on that network, to be built in 2017. **Volunteers from the GB are being sought to serve on a committee to evaluate the proposals. Anyone interested should contact Carole.**

6. Committee reports

a) Executive (Irv). Main focus of recent meetings has been the refinancing deal, including process for calling notes, and the bond trustee arrangement. Exec Comm approved a modest increase in annual fees for the Trustee. A lot of discussion also occurred related to Executive Comm turnover and desire for some continuity.

Following recommendation by the Exec. Comm, the following motion. (M/ Bloch, S/Merrill), carried with all in favor:

Incumbent members of the ECFiber-ILC Executive Committee shall continue as members of the District's Executive Committee, eligible to serve until their respective three-year terms under the ILC would have expired.

b) Government Relations. Rep. Masland summarized the tortuous process by which some of the most important (to ECF) language was preserved in the Estate Tax Bill. The Connectivity Fund survived with \$300,000 in funding in addition to the usual USF source of funding. CJ Stumpf extolled the importance of the advocacy work by Paul Haskell in the legislature.

7. Elections

Treasurer: Irv announced that Marty Blumberg is willing to serve as Treasurer, which would involve resigning as delegate from the GB. John Roy may be appointed Assistant Treasurer to help with the transition.

Secretary/Clerk: Dan Leavitt is willing to assume the position and was nominated (M/ Merrill; S/Sadowsky). Motion carried with all in favor.

Chairman: Secretary presided temporarily for the proceeding. Thomae willing to continue and was nominated by Merrill. No other nominations. The following motion (M/ Bloch, S/Merrill), carried with all in favor:
The secretary is instructed to cast one vote for Irv Thomae to serve as Chairman for the year ensuing.

Vice Chair: F.X Flinn nominated by Leavitt. No other nominations. The following motion (M/ Merrill; S /Bloch), carried with all in favor:
The secretary is instructed to cast one vote for F.X Flinn to serve as Vice-Chairman for the year ensuing.

At-large positions: Irv proposed a process for electing at-large delegates, identifying the following positions and outcomes:

- a. 3 yr term ending in 2017 ---position occupied by CJ Stumpf who is willing to continue.
- b. 3 yr term ending in 2019---currently occupied by Masland who is willing to continue. Nominated by Mulligan. By ballot vote, elected with 18 in favor.
- c. 3 yr term ending in 2017 with 1 yr remaining--Dan Childs announced interest in this position. Nominated by Leavitt. By ballot vote, elected with 18 in favor.
- d. 2 yr term ending in 2017, with 1 year remaining---George Sadowsky and Henry Swayze announced interest in this position. Sadowsky nominated by Stumpf. Swayze nominated by Mulligan. By ballot vote, Sadowsky elected narrowly (10-9).
- e. 2 yr term ending in 2018---John Bloch announced interest in this position. Nominated by Ward. By ballot vote elected with 16 in favor (and two write ins).

8. Old Business:

a. Amendments to the Governing Board Bylaws adopted Feb 9, 2016 were presented by Masland. Although the committee charged with Bylaws revision never met in person, there was reasonable consensus, he felt, by other forms of communication, and “we got the job done”. The proposed bylaws, as introduced last month, were moved and seconded (Masland/Bloch), with all in favor.

b. Sadowsky moved (seconded by Stumpf) to untable the resolution from prior meeting. Motion carried (1 opposed). The resolution was amended to read as follows:

WHEREAS ECFiber is embarking on a new phase of growth enabled by a significant change in the level and sources of financing,

RESOLVED, that ECFiber will, promptly and in an expeditious manner, seek thorough professional assessments by independent and qualified external experts in this field, regarding current and alternate financing paths and corresponding implementation project plans, and will assess their findings prior to further significant financing activity, and that the selection of said experts should clearly outline the scope of work requested, the expertise required, and the deliverables expected.

Lengthy discussion ensued with many opinions expressed. Masland suggested that the matter be referred to the Executive Committee with the goal of helping focus the resolution. Carole Monroe suggested that some of the difficulty dealing with the resolution might be because what we would be looking for in the way of expertise may not be possible from one consultant. She added that it might be a better strategy for the GB to educate itself on business and financing models.

Merrill moved to table the resolution again, and motion passed with all in favor.

9. New Business

No formal action, but further discussion about future direction for ECFiber occurred. White and Thomae suggested a working lunch meeting or a committee to make progress on the ideas stimulated by the healthy discussion of the Sadowsky resolution. Another idea was to essentially have a strategic planning meeting instead of the next regular GB meeting.

10. Adjournment

Motion to adjourn (M/Merrill; S/ Sadowsky), carried. Meeting adjourned at 10:02 p.m.

Respectfully Submitted,

Jerry Ward, Secretary