



Executive Committee Meeting Minutes - approved 12/19/24

Thursday, December 5, 2024

5:30 pm

Attendees:

Executive Committee Members: Christa Shute (Executive Director) Mary Metcalf, Tom Fisher, Siobhan Perricone (Vice-Chair), Paul Fixx, Mike Strait, Chuck Burt, Ray Lanier, and Brian Machesney

Governing Board Members: Richard Schiller, Mike Gaiss

Additional Staff: Tonya Ozone, Chris Fortuna, Denise Sullivan, Danielle Sukkaew, Erik Townsend, and Kitty Ufford-Chase

5:32 pm The meeting started with a quorum.

Agenda Review - approved with no objections.

Draft Minutes for 11/21//24

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| Motioned: Mike Strait Seconded: Tom Fisher | Passed with no objections Passed with objections Failed |
| Motion: to approve November 21, 2024 minutes. | Approved with no objections and one abstention (Chuck Burt) |

Public Comment: None

Introduce Chris Fortuna, CFO:

Discussion Summary: Christa introduced Chris. He began working with us this week, on December 1. Chris talked about his background in the rural telecom industry for 16 years, as a CFO and consultant CFO for hire.

Grand Loan & Partnership Update including ReConnect 5 Loan Memo, Final 213 FCC Application:

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| Motioned: Chuck Burt Seconded: Tom Fisher | Passed with no objections Passed with objections Failed |
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| <p>Motion: to go into Executive Session under the provisions of 1 VSA §313 with EC Members, Board Members, staff, and consultants, in order to discuss grant, loan and partnership updates, finding that premature disclosure could substantially disadvantage the CUD if it were to be made public at this time.</p> | <p>Passed with no objections</p> |
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Executive session was entered at 5:46pm and ended at 6:42pm. No action was taken.

Discussion Summary: Christa said that the BEAD pre-application window has opened and will close on January 9.

Vote Regarding ReConnect 5 Loan

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| <p>Motioned: Chuck Burt Seconded: Mike Strait</p> | <p>Passed with no objections Passed with objections Failed</p> |
| <p>Motion: to recommend Board approval to authorize the Executive Director to sign the ReConnect 5 Loan offer letter, contingent upon agreed contract terms with the USDA.</p> | <p>Approved with no objections.</p> |

Mike Gaiss left at 6:34pm.

December GB Meeting, Board Assessments, and Maps:

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| <p>Motioned: Chuck Burt Seconded: Mike Strait</p> | <p>Passed with no objections Passed with objections Failed</p> |
| <p>Motion: to go into Executive Session under the provisions of 1 VSA §313 with EC Members, Board Members, staff, and consultants, in order to discuss confidential business information, finding that premature disclosure could substantially disadvantage the CUD if it were to be made public at this time.</p> | <p>Passed with no objections</p> |

Paul Fixx left at 6:54pm.

Executive session was entered at 6:45pm and ended at 7:07pm. No action was taken.

Discussion Summary: Tonya explained that a couple of Board assessments have been created and will be sent out to the Board. One will assess the different professional skills and backgrounds of Board members that may be helpful to us as we apply for BEAD. The other is about the health of the Board and commitments of GB members. These will be sent out by the Chair, Nick Anzalone, within the next week.

Christa said that what is being proposed for the December 12 meeting in addition to the budget is to have breakout sessions where each breakout room facilitator will be a map guru and show the map that board members will be able to access through a map guru. We will also touch on other town touch points in the upcoming months, such as Town Meeting.

Adjourn

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| Motioned: Mary Metcalf Seconded: Chuck Burt | Passed with no objections Passed with objections Failed |
| Motion: To adjourn at 7:08 pm. | Passed with no objections |

Drafted by Kitty Ufford-Chase