

Lancaster County Broadband Authority



Minutes of Meeting

November 30, 2018 at 9:30 a.m.

County Administration Building

1. Call to Order & Approval of Minutes: The regular meeting of the Lancaster County Broadband Authority convened at 9:30 a.m. in the Public Meeting Room of the County Administration Building. Cassie Thompson, Kevin Bean, Dave Pere Gary Silverman and Margie Armen were present along with Bob Westbrook. Minutes of the October 26 meeting were approved as presented. There are no minutes of the meeting on November 9, which was adjourned due to the lack of a quorum.

2. Discussions:

- A. Meeting Dates. After some discussion, it was agreed to change the regular meeting date to the first and third Wednesday of the month and to change the meeting time to 4:30 pm. The new meeting schedule will begin on January 2nd. The next meeting will be held as planned on Friday December 14, but the time will be moved to 1:00 p.m. Meetings will continue to be held in the County Administration Building, either in the Public Meeting Room or in the County Administrator's Office. Cassie emphasized the importance of in-person attendance at meetings, but we agreed that there will be times when it is necessary for one or more members to participate by conference call. We discussed using a service such as Go To Meeting or Free Conference Call and a polycom to allow participation by several persons at remote locations. Dave will investigate further and present some alternatives.
- B. Logo/seal. The members unanimously approved the proposed logo (specimen at the end of these minutes), and thanked the designer, Rich Davis.
- C. By Laws. Margie presented a revised draft of proposed By Laws, and members engaged in an in-depth discussion. Two changes were agreed to: In Paragraph 3.8, we revised the paragraph to deal only with reimbursement of out-of-pocket expenses. In Paragraph 4.2, we added a provision that the Chair may delegate signature authority to another Director as appropriate. We also discussed the question of removal for cause, and agreed generally that it would be inappropriate to try to define cause, but that, in the unlikely event serious misconduct would occur, we would evaluate on a case-by-case basis. We again revisited the question of how to initiate staggered terms. Margie pointed to Paragraph 3.7.3, and all agreed that it provided both authority and flexibility to address this issue. Gary raised the matter of group norms, and it was agreed this should not be included in By Laws, and that if we want to discuss interpersonal conduct, we should schedule a special meeting exclusively

for that purpose. A formal motion was made, seconded and unanimously approved to adopt the proposed By Laws, as amended. A copy of the approved By Laws is attached.

- D. Finance issues. Gary reported that he has gotten the CAMS number assigned and that we now have the capacity to apply for grants. The first grant we might apply for is the CDBG planning grant administered by the Virginia Department of Housing and Urban Development. This grant uses federal funds from the Community Development Block Grant program. The first opportunity to apply for that grant will open on January 15.
- E. We continue to plan to request funds from the EDA, and they have us on the schedule for their January 17th meeting.
- F. Dominion and the Rappahannock underwater conduit. Bob raised the question whether we will attempt to engage other interested parties in an effort to secure a parallel conduit for a future fiber line connecting the T1 lines running on Route 17 to the Northern Neck. Gary has been pursuing information on this and there appear to be more obstacles than were originally thought. These include the width of Dominion's easement and possible engineering difficulties running a fiber line over such a long distance. Draft letters are ready for the Authority to send to affected parties requesting their support, but no action was approved at this time.
- G. We agreed to make every effort to brief the Supervisors on the Atlantic Broadband contract proposal, before their December 13 meeting. Margie will discuss contract issues with Jim Cornwell and advise Dave who is preparing an outline for the briefings.

3. Action Items:

Margie: Call Jim Cornwell and discuss ABb and other issues. She will also invite him to attend our January 2 meeting in person if possible. Prepare a report for the BOS.

Gary: Present monthly report to Supervisors at the December 13, 2018 meeting. Pursue the CDBG application process.

Dave: Prepare a white paper to brief Supervisors on the ABb contract.

Cassie: Contact Rappahannock Record to publish our revised meeting schedule.

Kevin: Scan the Kilmarnock CATV contract file and distribute to members.

4. Schedule Next Meeting(s) and Adjourn. The next meeting will be held at 1:00 p.m. December 14, in the public meeting room. The meeting adjourned at 11:40 a.m.

Respectfully submitted,



Secretary





By Laws of the Lancaster County Broadband Authority

Article I Name and Purpose

1.1. The Lancaster County Broadband Authority is a body corporate and politic, established on July 26, 2018 by the Board of Supervisors of Lancaster County Virginia.

1.2. The Authority shall exercise the powers and duties conferred by the Virginia Wireless Service Authorities Act and facilitate the expansion of high-quality, reasonably-priced broadband internet service to all residents and businesses in the County.

1.3. The Authority shall conduct all its activities in a manner consistent with the laws and regulations of the United States and the Commonwealth of Virginia.

Article II Meetings

2.1. The Authority shall hold regular meetings at a time and place to be designated by the Authority.

2.2. The first meeting in February shall be the Annual Meeting.

2.3. The Authority Chair or any two members may call a special meeting, which shall be held at a time and place to be designated at the time of the call.

2.4. The Authority shall provide notice of all meetings and conduct meetings in a manner consistent with the requirements of the Virginia Freedom of Information Act. Notice may be provided by posting meeting information on the Authority's website.

2.5. Members of the public are invited to attend any meeting. At the motion of any member of the Authority, a portion of any meeting may be closed to

discuss contract negotiations or other private and confidential matters as permitted by law.

2.5. Three members shall constitute a quorum for the conduct of official business. In the absence of a quorum, the meeting shall adjourn without further notice.

2.6. Each member of the Authority shall have one vote. Three votes shall be required to approve any action unless a higher number is required by law or by these by laws.

Article III Directors

3.1. The Authority shall consist of five members (Directors) who shall be appointed by the Board of Supervisors.

3.2. Except for the initial Directors, whose terms are authorized in the Articles of Incorporation, Directors shall serve for a term of two years.

3.3. Directors may serve one or more consecutive terms.

3.4. Directors may resign from service for any reason, but shall provide a letter of resignation to the Chair and to the Board of Supervisors.

3.5. If four Directors recommend to the Board of Supervisors that a Director be removed for cause, the Board shall review the recommendation and, if they agree that cause exists, remove that Director.

3.7.1. When a vacancy occurs, the Chair of the Authority shall submit to the Board of Supervisors the names of one or more nominees who are qualified to fill the vacancy. Nominees shall be chosen for their expertise and for their commitment to the Authority's mission.

3.7.2. Unless appointed to replace a Director whose term has expired, the person appointed shall complete the unexpired term of the Director whose position is being filled.

3.7.3. Notwithstanding the provisions of paragraph 3.2 and 3.7.2, the Authority will take appropriate steps on or before December 31, 2021 to

institute staggered terms for Directors as provided in the Articles of Incorporation.

3.8. With documentation, Directors may be reimbursed for ordinary and necessary expenses incurred in the performance of their duties. Out-of-town travel and training expenses must be approved in advance.

3.9. The titles of Director and Member may be used interchangeably.

Article IV Officers

4.1. The Officers of the Authority shall be a Chair and a Vice Chair, a Secretary and a Treasurer. The Secretary and Treasurer need not be Directors and these offices may be combined.

4.2. The Chair shall preside at all meetings of the Authority and shall sign or countersign all instruments executed on behalf of the Authority. The Chair shall appoint the chairs of any Committees authorized in Article V. The Chair shall execute all contracts and other written commitments approved by the Authority. The Chair may delegate signature authority to another board member as appropriate.

4.3. In the absence or disability of the Chair, the Vice-Chair will exercise the duties of the Chair. In addition, the Vice Chair will maintain or supervise the maintenance of the Authority's website.

4.4. The Secretary shall keep the minutes of meetings and preserve all official documents of the Authority, as required in the Virginia Public Records Act, as applicable. The Secretary shall prepare a monthly report of the Authority's activities for the Board of Supervisors.

4.5. The Treasurer shall be responsible for the funds and securities of the Authority. The Treasurer shall keep the financial records and accounts and deposit all monies received in the financial institution designated by the Authority, making disbursements as specifically authorized. The Treasurer shall prepare a written financial report at intervals specified by the Authority.

4.6. Officers shall be elected at the Annual Meeting for a term of one year. Officers may serve an indefinite number of terms in the same or different positions.

4.7. In addition to the named officers, the Authority shall designate one of its members to be a representative to the Northern Neck Broadband Authority.

Article V Committees, Employees and Contractors

5.1. The Authority may engage members of the public in its work through committees. The following committees are permanently authorized: Outreach, Finance, Technology, Organization, and Policy/Legal. Other Committees may be formed or disbanded by vote of the Authority at any regularly scheduled meeting. No more than two Directors may serve on any one committee. Committees shall meet at the call of the chair. Committee meetings are not required to produce minutes, but the Committee chair shall give a full report on any meeting at the next regular meeting of the Authority.

5.2. The Authority may engage the services of one or more professional service providers, employees or contractors to perform such duties as they may specify.

Article VI Financing

6.1. The Authority shall submit a timely annual budget request to the Board of Supervisors to cover its operating expenses.

6.2. Other financing sources include grants, loans or revenue bonds, as well as gifts (in cash or in kind) and partnership contributions. The Authority shall observe all applicable statutory and regulatory requirements in securing financing.

6.3. The Authority may also charge for services provided, and service revenues as well as revenues from any other source, shall be applied to appropriate and specified purposes.

6.4. The Authority is authorized to contract debt, either in the form of loans or revenue bonds. No debt greater than \$25,000 shall be incurred unless approved by unanimous vote of all sitting Directors.

6.5. Any notes or other evidence of indebtedness shall be signed by the Chair and attested by the Secretary.

Article VII Expenditures and Contracts

7.1. Contracts for construction or acquisition of an interest in real property shall require a unanimous vote of all sitting Directors.

7.2. As applicable, the Virginia Public Procurement Act or the Public-Private Education Facilities and Infrastructure Act shall govern contracts of the Authority.

7.3. Non-recurring expenditures greater than \$2,500 shall be specifically authorized by the Authority. Recurring expenditures (i.e. salaries) may be approved once, and that approval shall also provide a sunset date.

Article VIII Audit

8.1. The Authority shall cause an independent audit to be conducted annually in May. The results of the audit shall be shared with all Directors and with the Board of Supervisors.

Article IX Liability and Indemnification

9.1. As provided by law, Directors of the Authority shall have no personal liability with respect to any action taken by them on behalf of the Authority, when acting in good faith and within the scope of their authority. Every agreement made by the Directors of the Authority or by an employee shall, if obtainable, expressly provide that the Authority's Directors or employees shall have no personal liability thereunder.

9.2. The Authority shall obtain a fidelity bond in an appropriate amount to cover the actions of the Treasurer.

Article X Dissolution

10.1. The Authority shall exist for a term of 50 years, but may be dissolved earlier by a unanimous vote of the sitting Directors and with the concurrence of the Board of Supervisors.

10.2. As required by law, dissolution shall be contingent upon the appropriate distribution of the Authority's assets and the satisfaction of, or assumption by another responsible party of, any outstanding debt incurred by the Authority.

Article XI Amendments of By Laws

11.1. These By Laws shall be reviewed annually at the time of the Annual Meeting and may be amended at that meeting or at any time by a unanimous vote of all sitting Directors.