



**Eastern Shore of Virginia
Broadband Authority
Board Meeting Minutes**

Meeting Description: Bi-Monthly Board Meeting of Eastern Shore of Virginia Broadband Authority	
Date: December 30, 2008	Location: Accomack Airport – Conference Room
Time: 8:00 – 10:05 a.m.	Call In Phone no: NA

Meeting Information:

Participants: (√ marks present; ☎ marks a dial-in attendee)

Name		Name		Name
√ Joe Caffrey		☎ Cheryl Tyson		Andrew Cohill, Design Nine
√ Mike Zodun		Barbara Schwenk		Elaine Meil
√ Steve Miner		John Quinlan		
√ Dimitri Plionis	√	Katie Nunez		Also Attended: Pat Coady

Documents distributed/referenced: 1. DHCD Contract; 2. Pat Coady's letter dated 12/21/08; 3. Pat Coady's recommendation for First Year Organization – distributed at meeting; 4. Business Development Job Description; 5. Revised Construction Budget.

Action Items:

Action	Who/When
1) New Business a) <u>DHCD Grant Contract Approval</u> – Dimitri Plionis motioned to authorize the Chairman to execute the grant contract with DHCD in the amount of \$2,300,000 and was seconded by Steve Miner. The vote was unanimous in favor of the motion. b) <u>Telemedicine Grant – Decision to Proceed:</u> Mike Zodun provided an update on the Telemedicine Grant. He stated that he still needs to ascertain the particulars of the grant through Gene Sullivan of UVA. He has also spoken with Aneesh Chopra regarding another grant that requires 85/15 funding with the 15% funding falling to the ISP that will provide final service to the Rural Health Centers. The Board advised Mike to be as flexible as possible in the grant language since the ISP has not been selected. The ESVBA is highly favorable of this project and will provide a letter of support for the grant application when the time comes.	a.) Nunez to execute and send originals to DHCD & ANPDC – copies to Tyson – 12/31/08.

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c) Engineering for Community/Distribution Networks: Katie Nunez discussed with the Board about pooling all of the CDBG/town network projects into one bundle and issuing an RFP for engineering services, rather than handling this through a change order on Adesta's contract. The pricing through Adesta may be too high for these smaller projects, especially against the funding allocated under the grants for engineering. It was the consensus of the Board to have ANPDC staff member Kat Edwards issue an RFP for engineering for the community/distribution networks.

d) Communication Regarding Board Structure:

1. Adesta Contract: Katie Nunez stated that she had negotiated certain language in the 2nd contract with Adesta (for Environmental Permitting and Construction Management Services) that would allow a price reduction in the fixed price of the contract if construction was completed in advance of January 2010.

Katie Nunez stated that she had ANPDC talk with EDA about the possibility of not using a third party to provide construction management services but to use personnel hired by the ESVBA to provide this service. EDA indicated that this is not how the project was presented to them and would require a separate process submittal and review before they could agree to that, which would take time that is not currently available under our schedule. Additionally, one of the EDA requirements for EDA approval of construction contract prior to signing is the submission of resumes of personnel handling inspections of construction work – the resumes of the Adesta personnel were provided to EDA to fulfill this requirement.

Concern was expressed by Board members that this still did not provide for a shorter construction time frame, especially if the general contractor has immediate and increased mobilization of work crews. The Board would like to have Adesta provide a Unit Cost Approach contract vs. a fixed price contract. *Dimitri Plionis motioned to authorize the Chairman to continue*

c.) Tyson to coordinate this with ANPDC.

d.) (1) Nunez to continue negotiations with Adesta – need to finalize by 1/7/09.

Tyson to work with ANPDC and EDA on possibility of handling these responsibilities by ESVBA personnel in the future.

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negotiations with Adesta relative to a Unit Cost Approach contract vs. a fixed price contract and to authorize the Chairman to execute a contract after practicing all best efforts to secure a contract that resolves the concerns of the Board regarding the timeframe of construction. The motion was seconded by Joe Caffrey and was unanimously approved

The Board would still like to discuss this issue further with EDA about the possibility of bringing some of this responsibility in-house for ESVBA personnel to handle, as the ESVBA moves forward with staffing.

2. Discussion of Employment Offer/Role to Patrick Coady: Pat Coady was in attendance and spoke to the Board about his views of the needs of the ESVBA in terms of personnel and reviewed his letter dated 12/21/08 in greater detail. He sees four immediate areas that need to be tackled: 1) construction management interaction with Adesta and ESVBA; 2) Operations Plan; 3) Business Plan – setting of rates/connection goals – impact on Business Plan assumptions, especially in Year “Zero” of the Plan; and 4) Business Development - securing agreements with future customers to service on the network.

Cheryl Tyson had provided an updated project budget for the Board that she is working on for EDA. Within it, there is an increase in the Project Administration line item to more accurately reflect the needs and anticipated expenses for this service. There was discussion by the Board for a need to clarify the responsibilities of ANPDC regarding the various grants and what functions the ESVBA personnel can assume under project administration.

The Board did discuss the responsibility of extending the physical network to the customer premise and should this be part of ESVBA’s responsibilities or something that is required through the ISPs. Pat Coady did speak in favor that the ESVBA should supply the physical connection to the customer premise.

- 2) Tyson, Nunez, Miner to meet with ANPDC to discuss responsibilities/costs for project administration.

- 3) Old Business (deferred) – Discussion of Business Development Manager: Cheryl Tyson has supplied a final job description which includes all of the comments submitted from the Board members. As part of the discussion with Pat Coady, this item was discussed as possibly being part of the

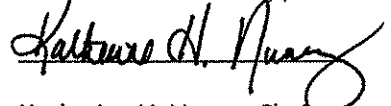
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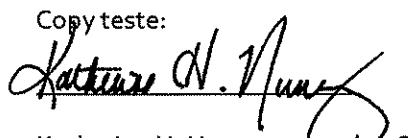
<p>position/responsibilities associated with the job offer extended to Pat Coady.</p>	
<p>4) Closed Session: <i>Steve Miner motioned to enter into closed session in accordance with section 2.2-3711 of the Code of Virginia of 1950, as amended under Paragraph 1: Discussion or consideration of employment, assignment, appointment, promotion, performance, demotion, salaries, disciplining, or resignation of specific public officers, appointees or employees of any public body --- employment of Patrick Coady. Joe Caffrey seconded and the motion was unanimous in favor. The ESVBA went into closed session at 9:56 a.m.</i></p> <p><i>After Closed Session, the Chairman reconvened the meeting and said that the Board had entered the closed session for that purpose as set out in paragraph 7 of Section 2.1-3711 of the Code of Virginia of 1950, as amended. Upon being polled individually, each Board member confirmed that this was the only matter of discussion during the closed session.</i></p> <p><i>Dimitri Plionis motioned to extend a contract to Patrick Coady to serve as Interim Executive Director with responsibility for Business Development as well at \$50/hour up to 20 hrs/week for a term of three months. The motion was seconded by Mike Zodun and was approved unanimously.</i></p>	<p>4. Plionis to meet with Pat Coady to review & discuss job offer – 12/30/08.</p>
<p>5) Tyson stated that she has hired an Administrative Assistant, Adrienne Granston and that she would be purchasing office equipment for Ms. Granston (computer, printer, fax).</p>	

Next meeting is Wednesday, January 7, 2009 from 4:00 –5:30 pm at the Accomack Airport Conference Room.

The meeting was adjourned at 10:05 am by motion of Dimitri Plionis, seconded by Steve Miner and carried unanimously.

These minutes were approved at the January 7, 2009 meeting of the ESVBA.


Katherine H. Nunez, Chairman

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Katherine H. Nunez – served as Secretary for this meeting