

**ORANGE COUNTY BROADBAND AUTHORITY MINUTES**

**JULY 12, 2016**

At the Organizational Meeting of the Orange County Broadband Authority held on Tuesday, July 12, 2016, beginning at 3:00 p.m., in the Meeting Room of the Gordon Building, 112 West Main Street, Orange, Virginia. Present: James K. White, Chair; Lee H. Frame, Vice Chair; R. Mark Johnson; S. Teel Goodwin; and James P. Crozier. Also present: R. Bryan David, County Administrator; Thomas E. Lacheney, County Attorney; and Alyson A. Simpson, Chief Deputy Clerk.

RE: ORGANIZATIONAL MEETING

RE: ADOPTION OF BYLAWS

Members of the Broadband Authority were presented with a copy of draft Bylaws, created by the County Attorney, for consideration and adoption.

Discussion ensued regarding: regulation by the State Corporation Commission (SCC); particular areas of interest in the Bylaws; establishing user rates; the Executive Director position contained in the Bylaws; indemnity; and desired changes to the Bylaws.

On the motion of Mr. Goodwin, seconded by Mr. Crozier, which carried by a vote of 5-0, the Authority adopted the Bylaws, as modified.

RE: APPOINTMENT OF OFFICERS

The floor was opened for nominations for Chair. Mr. Johnson nominated Mr. White to serve as Chair. There being no further nominations, the floor was closed.

On the motion of Mr. Johnson, seconded by Mr. Crozier, which carried by a vote of 4-0-1, with Mr. White abstaining, the Authority appointed Mr. White to serve as Chair for the remainder of the term established in the Bylaws, through December 31, 2017.

The floor was opened for nominations for Vice Chair. Mr. Frame nominated Mr. Johnson to serve as Vice Chair, but the nomination was withdrawn. Mr. Johnson nominated Mr. Frame to serve as Vice Chair. There being no further nominations, the floor was closed.

On the motion of Mr. Johnson, seconded by Mr. Goodwin, which carried by a vote of 4-0-1, with Mr. Frame abstaining, the Authority appointed Mr. Frame to serve as Vice Chair for the remainder of the term established in the Bylaws, through December 31, 2017.

The floor was opened for nominations for Secretary/Treasurer. Mr. Frame nominated R. Bryan David, County Administrator, to serve as Secretary/Treasurer. There being no further nominations, the floor was closed.

On the motion of Mr. Frame, seconded by Mr. Crozier, which carried by a vote of 5-0, the Authority appointed R. Bryan David to serve as Secretary and Treasurer for the remainder of the term established in the Bylaws, through December 31, 2017.

RE: ADOPTION OF MEMORANDUM OF UNDERSTANDING (MOU) FOR PROCUREMENT

Members of the Broadband Authority were presented with a Memorandum of Understanding (MOU) for procurement, which would permit the Authority to follow the procurement policies already established and used by the County of Orange. The MOU was prepared by the County Attorney and presented for consideration and adoption.

There was no discussion at the time.

On the motion of Mr. Frame, seconded by Mr. Johnson, which carried by a vote of 5-0, the Authority adopted the Memorandum of Understanding (MOU) for procurement, as presented.

RE: CONSIDERATION OF MEETING SCHEDULE

R. Bryan David, County Administrator, explained that staff had evaluated the pros and cons related to having the Authority adopt an established meeting schedule for the remainder of 2016. However, it appeared to be cumbersome to adopt a set schedule for the near-term meetings without having a complete understanding of the meeting need and frequency. Mr. David stated that staff, therefore, suggested that Authority meetings be scheduled individually and on an as-needed basis for the time being.

Discussion ensued regarding: the added flexibility provided with scheduling the meetings on an as-needed basis.

By consensus, the Authority agreed with staff's recommendation to proceed with scheduling meetings individually and on an as-needed basis.

RE: REVIEW OF PROPOSED OPERATING AND CAPITAL BUDGETS

R. Bryan David, County Administrator, explained that staff required additional time to prepare the proposed operating and capital budgets for the Authority. He provided a sample budget to the Authority, and added that a completed, more comprehensive budget would be ready by the next meeting.

Discussion ensued regarding: opportunities to consolidate areas of work under the Broadband Authority's budget.

By consensus, the Authority agreed to consider the proposed operating and capital budgets at its next meeting.

RE: NEW BUSINESS

RE: PRESENTATION BY ROBERT H. PICCHI, BLUE RIDGE ADVISORS

R. Bryan David, County Administrator, explained that it would be advisable for the Authority to engage a specialized consultant to assist and support the Authority as it implemented and managed the Fiber Optics Network Project and Rural Broadband Initiative. The assistance and support would be in the proper management and oversight of these undertakings, as well as in developing and implementing a business plan to make each successful.

Mr. David indicated that he had recently introduced Mr. Robert "Bob" Picchi to the Broadband Subcommittee and the staff project team. The purpose was to give Mr. Picchi the opportunity to understand, in a global sense, the expectations and ideas associated with both projects. He stated that Mr. Picchi was in attendance to give a short presentation to the Authority, with the outcome of developing a scope of work, budget, schedule, and deliverables for future consideration by the Authority.

Mr. David introduced Mr. Picchi. Mr. Picchi gave a short introduction of himself, including his background and other similar broadband projects of which he had been an integral participant. He also reviewed the six-step approach he used as part of his consulting work, which he would implement with the Broadband Authority, if authorized.

Discussion ensued regarding: determination of investments; surveying the community for current and future needs; scalability to allow for future needs; adjoining localities; and expenditure of capital funding.

The Authority took the information under advisement, and there was no action take at this time.

RE: SCHEDULING OF NEXT MEETING

By consensus, the Authority scheduled its next meeting for Tuesday, July 26, 2016, at 3:00 p.m. in the Meeting Room of the Gordon Building.

RE: ADJOURN

On the motion of Mr. Crozier, seconded by Mr. Goodwin, which carried by a vote of 5-0, the Authority adjourned the meeting at 4:00 p.m.

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James K. White, Chair

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R. Bryan David, County Administrator