

Governing Board Meeting

October 4, 2023

Meeting In Location: BROADLINC Offices 4420 East 8th Ave Spokane Valley, WA 99212

Zoom Virtual Attendance:

<https://us06web.zoom.us/j/87100306074?pwd=RnluYm9UK1FCaFQwSXNMYWZnZlZldz09>

Meeting ID: 871 0030 6074

Passcode: e9LhFx

AGENDA

1. **Call to Order** - Commissioner Kuney called the meeting to order at 8:35
 - a. Members: Kyle Twohig, Commissioner Michael Cathcart*, Mayor Terri Cooper, Commissioner Mary Kuney, Scott Simmons*
 - b. Staff: Ariane Schmidt, Andy Wittwer
 - c. Guests: Joe Poire, Todd Hume*, Eric Finch*, Lance Romine*, Sheryl Loeffler*
- *virtual attendance
2. **Public Comment/Courtesy of the Floor**
 - a. No comments
 3. **Approval of the Minutes**
 - a. September 20th Board Meeting Minutes
 - Mayor Cooper motion to approve, Kyle Twohig second, all approved.
 4. **Board Formal Action Items**
 - a. Appointment of Board Member to the Finance Subcommittee
 - b. Ariane reviewed the portion of the formation resolution and charter that includes two subcommittees: The BAT has been meeting since the spring of 2022 and is an advisory body only. The Finance Subcommittee has not met and requires a board member as part of the group. The Finance Committee was modeled after SREC PDA. They work in tandem County Budget Office and Auditor’s Office on financials. The other members are the Ariane as ED and the County Budget Officer, Randy Bischoff. Mayor Cooper was interested as the board member. CM Kuney made a motion to appoint Mayor Cooper. Kyle Twohig seconds. K: For clarification, all board members are welcome to attend the finance committee. CM Kuney called for vote: all approved. Ariane to follow up with Randy Bishoff to arrange the first meeting. The 2023 Actuals and 2024 Budget will be the groups deliverables to the Board before the December Governing Meeting.. CM Kuney will be attending a meeting with the State Auditor’s Office (SAO) this week in the event there are any questions.
 5. **New Items**
 - a. Clarify Bylaws for Designation of Term for Appointed Positions (cities under/over 50,000)- Newest member city is Deer Park. When they signed, they noticed there were term provisions for officers, but not for the appointed board positions. Taudd commented most boards have 3 year terms. This amendment will be prepared for the November meeting Action Items.
 - b. Discussion on Ad Hoc Committee for Technical Advisory Subcommittee
 - Mayor Cooper motioned to establish an ad hoc committee for technical advisory purposes. Commissioner Kuney called to vote. Motion passed unanimously.

Ariane will work on convening before end of year. Kyle will attend for the board and Joe will attend as a contractor. The group will start with how the South County Pilot is progressing as it is our way to feel out how ISPs to understand how we're not competitors. Using this pilot helps us come in allaying fears as we move throughout the county, so they see this as value add. CM Kuney asked if this committee will report back. Ariane replied - Yes, under operational updates. Mayor Cooper noted that once the committee is active, they will be on the agenda and reminds the group for a motion. CM Kuney calls for a vote. Motion passes unanimously.

- c. Executive Director Employment Agreement
 - (TH fell off meeting around 9:05)
 - Discussion about timing to bring Ariane Schmidt to Broadlinc payroll as ED by January 1, 2024. Ariane is still on payroll for County as a Loaned Executive with an Add-to-pay from her ARP Job Position. The Board agrees it is time to join Broadlinc. Taudd has much experience with the hiring of executives. His recommendation is to model after S3R3. He will reach out to Chair and Vice chair to move forward. Please send also to Scott since he's on other PDA boards that have recently broad on EDs. Tuadd will work on for the next agenda for update. CM Kuney requested his best draft and we hope to have this done for Jan. 1 for clean W2. Mayor Cooper asked if we have a term sheet of salary/benefits. CM Kuney asked Scott to have all the other PDA ED contracts as well. Taudd will send what he has to everyone with various assumptions for baseline conversation.
 - Ariane mentioned that the AIIN membership helped a lot bringing Andy of with HR resources, I9s, download of a draft employee handbook. Really appreciate this group.

6. Operational Updates

- a. Introduction Andy Wittwer, Administrative Services Manager
- b. Financials
 - Broadlinc finances to be run by QuickBooks with fund-based accounting and embedded payroll.
 - **Discussion regarding acquiring Broadlinc credit card with \$50k limit through WaTrust. Mayor Cooper motions to pursue. Commissioner Cathcart seconds. Mayor Kuney calls to vote. Unanimous agreement.**
- c. Component Unit Mtg Thursday
- d. Project Portfolio - Proformas/Cash Flow Projections

What we foresee for revenues coming in is from subscribers out to ISPs. Many changes in telecomm structures. We will be working with Joe. This will be loosely associated with ACP networks. CM Cathcart. What are the conversations with Steve/Eric from Cos? Ariane indicated that is a separate bucket for which Joe meets with them currently. As soon as their have their roadmap Broadlinc can engage to support CoS as a member city..
- e. HR/Internal Services -Broadlinc working to finalize Employee Handbook in partnership with Associated Industries.
- f. Professional Services Contracts
 - Joe Poire is on contract with Broadlinc as an industry specialist. His contract is separate from WSAC initiative. His contract is for 50k. We have a clause for

purchasing for prudent justification, same as we used for Todd (He's back – 9:18). Based on due diligence, we did this, it is under the threshold for procurement.

- Sally Stopher is on contract with Broadlinc for financial oversight including review of QuickBooks, financials, and external set of eyes before auditors. Her contract is for 50k. This will take us quite a ways into 2024. . She brings a niche of city and county awareness. CM Kuney said this was nice to see this on the finance committee. Kyle said she is very competent. Mayor Cooper said it is a wonderful team we're building. Scott said Sally is competent, very knowledgeable. No concerns; are you anticipating this to be a resource for a period of time for startup, or ongoing? Ariane said she will help set up and then be available as needed long term. Andy will be doing general day to day bookkeeping.

g. South County Pilot

- Currently 5 of 6 towers are live with a go ahead for Coe Road. Todd Hume to draft an agreement.
- The New J contract is being extended and transferred from the county to Broadlinc.

Currently 5 of six towers live. Have go ahead for Coe Road, this will be spun up as soon as contract is finalized in coming weeks. Regarding the SREC tower Kyle said no permit is needed. It's like putting a sign on a building. We're good to go in terms of permitting with County. Bocc has been brief but still needs formal approval on consent. Waiting for a contract from SERC/County/Broadlinc legal to be complete before this can occur. Taud was hoping to see by the end of the day. Then the BoCC agenda item will be requested for approval.

New J Amendment (some M&O)- our obligations/their obligations (Taud) Ariane is working here to amend this to continue being the partner firm for the life of this pilot. This will come before the board in November for approval.

FD3 MOU also needs acknowledgement this is for the life of the project. This is to come before board. CM Kuney confirmed this is also an action item. Chief Rohrbach will be asked to attend the next Action meeting.

h. Strategic Retreat DRAFT Report - Notes to be ready for November meeting.

i. Feasibility Studies for Member Cities

7. Grant Awards Update

- a. Discussion about the PWB changing stipulations regarding awards, grants, and loans. Currently establishing 20-year loan program at .086%. Broadlinc to preapply to be eligible to pursue after more board evaluation. We'll measure this against cashflow when it comes time to evaluate repayment. We can work on this with Joe. CM Kuney is frustrated we haven't been able to get grants, we want to help people. Joe said this is PWB has loan money left. PWB was thrust into broadband during covid. Traditionally it's 50-year infrastructure for water/sewer. They're trying to figure out how to navigate this different field. People are struggling to turn projects around for cash flow./ Ariane: We're turning over every stone./ Joe We're going back to try to turn into grant dollars. / Mayor Cooper: Let me know how I can help advocate for this. Helping the public understand how complex this all is will help move the needle with the legislature./ JP: The port industry has lots of experience for PWB funds. Cities and counties have fought to keep ports away. Joe has been kept away from involved legislative people. Eight months from now the direction will go to BEAD and it will go back to commerce if unspent.

8. State and Federal Policy Update

a. WSBO/WSAC BEAD Policy Incubator

- This has taken good steps. Joe is going to help facilitate. Ariane: WSAC meeting is incubator of counties assisting broadband office. This group is working on an

effort prior to proviso from Gov's office. Mark Vasconi welcomes input in this area. We need to come together to help drive policies, otherwise WSBO may not hear other county voices. One commissioner is not enough to be able to manage all the aspects of broadband rollout. How can we coalesce and not hurt counties through policies. 2024 Proviso has dropped; it is \$4M. CM Cathcart and Mayor Cooper would like more information for cities. Ariane will also share with CM Kune to pass on to CM Wilkerson, President Of AWC. This will be helpful to get information to other commissioners.

9. Other Business

- a. Whitman County Showcase Invite - Ariane passing on to BoCC/other if they'd like to attend. All agreed it will be helpful for others to see what we're doing in Whitman. This could overlap with WSAC initiatives to see region-based projects. Our powerlane is in the middle mile. May not be connecting homes, leaving that to ISPs. But we're enabling them to serve homes.
- b. The Spokane Leader's Conference conflicts with the November 15 Board Study Session. Meeting will be canceled. Andy to post notice on the website. Broadline is preparing some breakouts.

10. Items for Executive Session

- a. No items discussed

11. Adjourn

- a. Adjourned at 10:30.

12. Upcoming Meetings

- Board Workshop Meeting Wednesday, October 18, 2023, 8:30am-10am PT
- Broadband Action Team (BAT) Friday, October 20th 10am-11am PT
- Board Governing Meeting November 1, 2023, 8:30am-10am PT
- Board Workshop Meeting November 15, 2023, 8:30am-10am PT (canceled)
- Broadband Action Team (BAT) Friday, November 17th 10am-11am PT
- Board Governing Meeting December 6, 2023, 8:30am-10am PT
- Board Workshop Meeting December 20, 2023, 8:30am-10am PT
- Broadband Action Team (BAT) Friday, December 22nd 10am-11am PT