

Sullivan Broadband Local Development Corporation

SullivanBroadbandLDC@co.sullivan.ny.us

(845) 807-XXXX

Michael Brooks, Chairman
Richard Baum, Vice Chairman
Lorne Green, Treasurer
Brenda Parks, Secretary

Robert Dufour, Member
Jessica Dymond, Member
Jonathan Schiller, Member

Sullivan Broadband Local Development Corporation Organizational Meeting November 23, 2020 at 4:45pm

Present: Michael Brooks, Richard Baum, Jonathan Schiller, Jessica Dymond, Robert Dufour,
Brenda Parks, Lorne Green, Joshua Potosek

Absent: None

The Sullivan Broadband Local Development Corporation Organizational Meeting was called to order by County Manager Joshua Potosek as Sole Member at 4:45pm.

Appointment of Directors

The Sole Member of the LDC appointed seven initial members to the Sullivan Broadband Local Development Corporation via Resolution Number 1-20: Michael Brooks, Lorne Green, Richard Baum, Brenda Parks, Jonathan Schiller, Robert DuFour, Jessica Dymond

Election of Officers

Chairman – Director Green nominated Michael Brooks for Chairman. Director Baum seconded the nomination. Hearing no other nominations, the question was called and the vote was 7-0.

Vice Chairman – Director Brooks, nominated Richard Baum for Vice Chairman. Director Green seconded the nomination. Hearing no other nominations, the question was called and the vote was 7-0.

Treasurer – Director Brooks nominated Lorne Green for Treasurer. Director Baum seconded the nomination. Hearing no other nominations, the question was called and the vote was 7-0.

Secretary – Director Brooks nominated Brenda Parks for Secretary. Director Green seconded the nomination. Hearing no other nominations, the question was called and the vote was 7-0.

County Support

Chairman Brooks introduced Heather Brown. County Manager Potosek explained that Ms. Brown would be assigned to provide administrative support to the Sullivan Broadband LDC and would receive a stipend for her services upon approval and execution of a Memorandum of Agreement between the County and the Corporation. The MOA will authorize the County to provide financial and administrative support to the Corporation.

Adoption of By-Laws

Director Baum suggested that the agenda be taken out of order and that the Board consider the adoption of the by-laws of the Corporation prior to taking further action. This would provide the Board

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with the mechanism by which committees could be appointed. Director Baum made the motion to take agenda item 7.A out of order, seconded by Director Green. The question was called and vote was 7-0.

Director Baum made a motion to adopt the proposed By-laws of the Corporation, seconded by Director Schiller and hereby adopted 7-0.

Selection of Committee Members

Audit and Finance Committee – Lorne Green, Jessica Dymond, and Jonathan Schiller were selected by the Directors to serve on the Audit and Finance Committee. Director Schiller made the motion to appoint the selected members to the committee, seconded by Director Brooks. The question was called and the motion carried 7-0.

Governance Committee – Robert Dufour, Michael Brooks, and Richard Baum were selected to serve on the Governance Committee. Director Dymond made the motion to appoint the selected members to the committee, seconded by Director Green. The question was called and the motion carried 7-0.

Selection of Officers

Freedom of Information Officer – Lorne Green was hereby selected as the Freedom of Information Officer for the Sullivan Broadband LDC. Director DuFour made the motion to appoint Lorne Green, seconded by Director Parks. The question was called and the motion carried 7-0.

Contracting Officer – Lorne Green was hereby selected as the Contracting Officer for the Sullivan Broadband LDC. Director Dufour made the motion to appoint Lorne Green, seconded by Director Parks. The question was called and the motion carried 7-0.

Selection of Independent Director

County Manager Joshua Potosek provided an overview of the requirements for an individual to serve as the Independent Director. County Attorney Michael McGuire provided an overview of the role of the Independent Director.

Resolution: Resolution of the Appointed Directors of the Sullivan Broadband Local Development Corporation (the "Corporation") electing the Independent Director to the Board Of Directors pursuant to Article III Section 2 (a)(1) of the by- laws of the Corporation.

Jessica Dymond Was appointed as Independent Director . Hearing no other nominations the question was called and the vote was 7-0.

Adoption of Various Policies

Mission Statement – Director Brooks read the Mission Statement into the record. Director Dufour made a motion to adopt the Mission statement, seconded by Director Green and hereby adopted 7-0.

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Code of Ethics - Director Dufour made a motion to adopt the Code of Ethics, seconded by Director Dymond and hereby adopted 7-0.

Whistleblower Policy – Director Schiller made a motion to adopt the Whistleblower Policy, seconded by Director Dufour and hereby adopted 7-0.

Travel Policy – Director Green made a motion to adopt the Travel Policy, seconded by Director Dymond and hereby adopted 7-0.

Procurement Policy – Director Parks made a motion to adopt the Procurement Policy, seconded by Director Green and hereby adopted 7-0.

Investment Policy – Director Green made a motion to adopt the Investment Policy, seconded by Director Schiller and hereby adopted 7-0.

Indemnification Policy – Director Dymond made a motion to adopt the Indemnification Policy, seconded by Director Parks and hereby adopted 7-0.

Compensation, Reimbursement and Attendance Policy – Director Green made a motion to adopt the Compensation, Reimbursement and Attendance Policy, seconded by Director Dufour and hereby adopted 7-0.

Certification of No Conflict of Interest – Director Green made a motion to adopt the Certification of No Conflict of Interest, seconded by Director Parks and hereby adopted 7-0.

Acknowledgement of Fiduciary Duties - Director Green made a motion to adopt the Acknowledgement of Fiduciary Duties, seconded by Director Dymond and hereby adopted 7-0.

Discussion

Director Brooks commented on the excitement surround the broadband expansion initiative. He asked Director Green to provide an overview of the project. Director Green provided a status update of the County's efforts to procure and install equipment to date as well as a high-level overview of plans for additional investment in infrastructure, guided by studies commissioned by the County. Service will be available to be offered sometime during the first quarter of 2021.

Ms. Brown provided an update on the status of various grants, including DASNY funding, Northern Borders Regional Commission, and the Economic Development Administration. The total amount of funding requested/secured is approximately \$3.2 million to support broadband infrastructure on 13 towers throughout the County, which could reach approximately 65% of the County's residences.

Director Brooks noted that the County is in a position to initiate this project through usage of existing infrastructure – the County's Public Safety Communication towers, which provides a distinct advantage.

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An early challenge is acquiring the equipment, as supply chains have been disrupted. He asked Director Green to provide a sense of timing from the moment we place an order to the time that equipment is received. Director Green indicated the timeline is difficult to establish as there are many unknown factors. From the time equipment was ordered for the Monticello tower to the time the County took possession was approximately 8 months. The equipment vendors will not manufacture equipment until a purchase order is in hand. A 6-8 month timeline between placing the order and receiving equipment is possible. Equipment cost per tower is approximately \$250,000.

Representatives from the County's current vendor, Integrated Systems, will be in the area the week of the 30th. The Board was asked whether they would like to meet with the vendor for a more detailed overview of the County project. Director Brooks canvassed the Board, and it was decided to call a meeting of the Sullivan Broadband LDC on Monday, November 30, 2020 at 4:30pm. Director Dufour requested that the Zoom option be maintained for member participation and the Board agreed.

Director Brooks stated that Directors and Officer Liability Insurance will need to be secured. Ms. Brown was instructed to get quotes for the insurance and report back to the Board.

Director Brooks stated that an official depository will have to be established. Ms. Brown was instructed to solicit for an official depository, with a preference for local banks indicated by the Board. This will be established once the official certificate of incorporation is received from the State, as an EIN is required. Mr. McGuire indicated that the certificate has not been received to date.

Memorandum of Agreement

Resolution Number 3 moved by Schiller, seconded by Dymond, vote 7-0

Discussion

Director Green indicated that at the meeting on the 30th the Board would go through the predictive study

Director Brooks indicated that the next meeting beyond the presentation would be in January (date to be established). He asked for suggestions of items to include on the agenda for that meeting from the Board. He then asked Director Dymond to explain her role on the Board as a representative of the library system. She indicated that there has been a discussion about how the Ramapo Catskill Library system could partner to extend broadband coverage in the County. Two libraries are located in areas where service needs to be extended. There is discussion to mount equipment on the library buildings. They also have the opportunity to apply for state funding toward the broadband expansion initiatives.

Mr. Brooks asked each board member to identify their role in the community as well as their interest in the broadband expansion initiative.

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Bob Dufour is the District Superintendent for Sullivan County BOCES. Represents the school districts. Due to the pandemic all school districts are conducting remote learning at least 1 day per week, and 10-20% of families do not have stable internet access, and more do not have necessary bandwidth to fully participate in remote instruction. Remote instruction is anticipated in some capacity through June 2021. School districts must know that families will have broadband access when needed.

Jonathan Schiller is the CEO of Garnett Health Medical Center Catskills. The pandemic has highlighted the growing use of telemedicine services, and signals are not always strong enough to provide the services completely and effectively. Garnett Health's locations are expanding and broadband is necessary for data infrastructure at these locations, as well as for doctors and other medical professionals to conduct telehealth visits. His organization must be able to provide services for all and broadband is critical in doing so.

Brenda Parks was previously in telecommunications for 20 years, and was the Director of Government and Public Relations for Time Warner Cable. She worked closely with local elected officials and third parties including Chambers, as well as franchise negotiations. She has a background with the construction and expansion of fiber currently in the County. She hopes her experience will be useful in expanding coverage to the last mile customers.

Richard Baum is an attorney born and raised in Sullivan County. He currently has offices in Monticello and Callicoon. He was drawn to the idea of a self-sustaining third party capable of expanding broadband coverage that would avoid any burden to the taxpayer. Broadband is a necessary service and coverage is lacking which is problematic for business entities in the County. He has clients paying exorbitant connection costs to gain access to broadband. The LDC is a self-defense mechanism to protect the County. He does not want to sit and complain, he wants to be part of the solution. This is a very intriguing project.

Lorne Green is the Chief Information Officer for Sullivan County Information Technology Services department. The broadband expansion initiative originated as a County specific data transport model. It was determined that a LTE wireless signal could provide coverage beyond the County's needs and be extended to the public at large. A "light bulb went off" and a predictive study was conducted for the Monticello tower. After analysis of that study and potential ROI the potential was brought to the attention of the County Manager. The current Legislature has accelerated this initiative as a top priority.

Michael Brooks has served on the Tri Valley School Board, a Councilman on the Neversink Town Board, and now serves on the Sullivan County Legislature representing District 3. Privately, he has worked in the communications industry for over 30 years. When the project was presented to the current legislature it was made a top priority. There have been promises for broadband for many years at the

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federal, state and local level and something needs to happen. The current situation is not good enough and this project is exciting to him as it can deliver on promises. The County cannot continue to wait.

The next meeting in January will be established after a poll of available dates and times are collected from board members. Ms. Brown will distribute a poll and report back to the Chairman. The time of the meeting will remain at 4:45pm.

Public Comment

Robert Doherty, Chairman of the Sullivan County Legislature, asked about the timing of grant award notification. Ms. Brown responded that the EDA application will hopefully be filed within the next 2 weeks and it is our understanding that a 60 day review period will initiate after that, so it will be 2 ½ months at the earliest before we have an answer. This puts us in a February timeline. If the answer is no, the County and LDC will have to come up with an alternative plan for funding. Mr. McGuire indicated that the LDC does not want to be bonding for hardware on portions of the network associated with grants. County Treasurer Nancy Buck advised that Bond Counsel has advised that the County cannot bond for equipment to be owned by the LDC. Mr. McGuire stated that the LDC will not own the equipment, they will be leasing the signal. Mr. Doherty suggested that if the grant funding does not manifest then the LDC may wish to bond for the equipment. Mr. McGuire suggested that this scenario be run by Ms. Brown and Art (Hussey, Director of Grants Administration) in order to determine potentially negative impacts to existing grants. Ms. Brown indicated that for the funding from DASNY and NBRC the County must demonstrate continued ownership of the equipment and towers specific to those sites, but these projects are independent projects that will feed into the overall network. She did not anticipate that LDC ownership of other portions of the network would impact these grants. The other question would be how to go about integrating equipment owned by multiple entities in to one network.

Mr. Doherty asked Director Green about the delay in receiving the equipment from the time it is ordered. He asked when payment on the equipment would be due. Director Green indicated that payment is due upon receipt of the equipment. Mr. Doherty questioned if we could procure equipment now with the anticipation of funds being available in the coming months. Ms. Brown stated that for the purposes of the NBRC grant, the County must wait for a Notice to Proceed (which is forthcoming) prior to initiating any procurement as per the requirements of the grant. The same applies for DASNY. Ms. Brown has contacted representatives from the EDA to determine if there is any wiggle room on the timing of when we could begin to procure equipment for the existing towers in anticipation of a grant award. Mr. Doherty requested a ballpark time frame of when funding will become available. Ms. Brown responded that the NBRC Notice to Proceed is hopefully imminent. DASNY funding for the Liberty tower is longer term with hopes of a March/April timeline to receive the Grant Disbursement Agreement. Director Green noted that these two grants are for tower construction and equipment, which comes with a whole other layer of approvals from the FCC/FAA, environmental reviews, etc. so these projects

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are longer term to completion. There was a discussion about opportunities to shorten the time to having an operational network being broadcast from the towers. Mr. McGuire noted that when discussing potential changes to an ownership model we have to be mindful of the impacts that would have to the funding model, as in where subscription funds would go, the size of the County's lease payment, and the potential for the County to end up with much less revenue than anticipated.

Director Brooks indicated that getting the service out to our residents must be the priority. Director Green cautioned that we do not want to rush the project and potentially jeopardize funding as well as the success of the project. Director Baum asked for clarification on the ownership structure. Ms. Brown stated that the grants are to the County and the equipment would be County owned. Mr. Baum clarified with Ms. Brown that the LDC would then be leasing a signal from the County to sell to the end users/subscribers. Mr. Doherty expressed that as much as he would like to see the County realize revenue, the availability of the service is far more important. The infrastructure is critical on many levels and is needed now. He also reiterated that the County needs to be prepared to move forward with another plan if the EDA application is turned down. Mr. Brooks suggested having a resolution ready to go to authorize funding in the event that the grant award does not manifest. Mr. McGuire cautioned that as soon as equipment is ordered prior to authorization from grant agencies we could jeopardize availability of that funding. Director Brooks stated that the need is now and we need to know what we can and cannot do to move the project forward more quickly. Director Green indicated that the Monticello tower will be going live in the first quarter of 2021.

With no further comment from the public and no further discussion by the members Director Brooks asked for a motion to adjourn the meeting. Director Dufour made the motion, seconded by Director Schiller and the vote was 7-0. The meeting was adjourned at 6:07pm.

CERTIFICATION

STATE OF NEW YORK) ss: COUNTY OF SULLIVAN)

I, Lorne Green, the undersigned, Secretary of the Sullivan Broadband Local Development Corporation (the "Corporation"), do hereby certify that I have compared the foregoing minutes of the meeting of the Board of Directors of the Corporation, including the policies contained therein, held on November 23, 2020, with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such policies set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Board of Directors had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of

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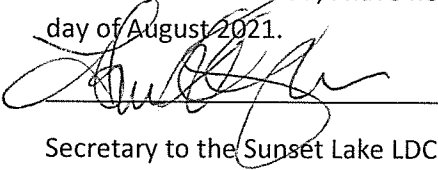
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said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Board of Directors present throughout said meeting.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation this 23rd day of August 2021.



Secretary to the Sunset Lake LDC