

**SOUTHSIDE NETWORK AUTHORITY
BOARD MEETING**

**July 30, 2020
3:30 PM**

**The Regional Building
723 Woodlake Drive, Chesapeake**

- 1. Call to Order**
- 2. Approval/Modification of Agenda**
- 3. Public Comments**

Members of the public are invited to address the Southside Network Authority (SNA). Due to the COVID-19 crisis, interested persons may submit comments to the SNA in advance of the meeting by email to kmiller@hrpdcva.gov or phone (757) 366-4370. Each comment is limited to three minutes. All comments received by noon on July 29, 2020 will be provided to the SNA Members and included in the official record.

- 4. Meeting Minutes (Attachment 4)**

Attached for the SNA's consideration are meeting minutes from the following meetings of the SNA:

- May 13, 2020 (1:00 pm)
- May 15, 2020 (2:00 pm)
- June 19, 2020 (11:00 am)
- June 22, 2020 (11:00 am)
- June 25, 2020 (11:00 am)
- June 26, 2020 (11:00 am)
- June 26, 2020 (2:00 pm)

- 5. Southside Network Authority Bylaws (Attachment 5)**

The SNA Board should consider the attached Organizational Bylaws to guide the operation and governance of the Southside Network Authority (SNA). Staff will provide an overview of these proposed Bylaws and request questions/input from the Board.

Action Requested: The SNA Board should take action to approve the attached bylaws.

6. Election of Southside Network Authority Officers: Chair, Vice-Chair, Secretary and Treasurer

In accordance with the Southside Network Authority Bylaws, the Board of Directors must elect officers. The officers each serve terms of one year and may be reelected. The SNA must elect a Chair, Vice-Chair, Secretary, and Treasurer. The Chair and Vice-Chair must be voting members of the Authority Board of Directors. The Secretary is responsible for taking minutes of the meetings, or providing for an assistant to do so. The Treasurer is responsible for keeping the financial records of the Authority. The Secretary and Treasurer do not need to be voting members of the Board of Directors, and the offices may be combined (in general, the administrative work of these responsibilities will be accomplished by a Memorandum of Understanding between the Hampton Roads Planning District Commission and the Southside Network Authority).

Action Requested: The SNA should take action to formally elect the following officers: Chair, Vice-Chair, Secretary, and Treasurer for Calendar Year 2020.

7. Freedom of Information Act (FOIA) Officer, Records Management Officer and Southside Network Authority FOIA guidelines (Attachment 7)

In accordance with Va Code 2.2-3704.2, the Southside Network Authority must appoint a FOIA Officer and implement FOIA guidelines. Additionally, Va Code 42.1-85 requires the designation of a Records Officer. The FOIA officer/records officer interacts with the public to fulfill FOIA requests and ensure compliance, as well as ensuring that documents are managed in accordance with the Public Records Act (VPRA) and Library of Virginia regulations. The Authority's FOIA policy also must be posted to the Authority's website.

Action Requested: The Southside Network Authority should take action to designate the Executive Director as the Authority's FOIA Officer and Records Officer and approve the FOIA guidelines.

8. Memorandum of Understanding between the Hampton Roads Planning District Commission and the Southside Network Authority for Certain Overhead Functions (Attachment 8)

The Southside Network Authority requires certain overhead functions such as support for meeting logistics, purchasing, and accounting during the initial year of stand-up. It is more efficient and effective to leverage current HRPDC staff until the Authority determines a course of action regarding designing, building,

operating, and maintaining the proposed Southside fiber ring, and whether further full-time staff will be desirable to fulfill these functions.

Action Requested: The Southside Network Authority should take action to authorize the Executive Director to sign a Memorandum of Understanding with the Hampton Roads Planning District Commission to receive required overhead support and provide reimbursement for these services for the remainder of Fiscal Year 2021 (July 1, 2020 to June 30, 2021).

9. Consultant Services Contract – Special Legal Consultant for Southside Network Authority Issues

The law firm of Guynn, Waddell, Carroll, & Lockaby, P.C. has provided legal consulting services to the SNA since the beginning of the conceptual design of the Authority. This is a continuation of work from previous years, which will focus on advising the Authority in matters of telecommunications, the development of Authority governance and contractual issues regarding the design, construction, and operation of the fiber ring.

Legal Fee Amount: To be determined based on assigned tasks (\$50,000 in FY2021 budget.)

Action Requested: The Southside Network Authority should take action to authorize the Executive Director to retain Guynn, Waddell, Carroll, & Lockaby, P.C., to provide legal consulting services on Authority issues, as needed, in Fiscal Year 2021 (July 1, 2020 to June 30, 2021).

10. Purchase of Liability Insurance Policy to cover Southside Network Authority operations (Attachment 10)

The Authority must have Workers' Compensation insurance, and it is also desirable to have liability insurance and coverage for the Board and the Executive Director's legal defense in the event of a lawsuit for monetary damages arising out of the Authority's work. The Executive Director reviewed two industry leaders who provide pooled self-insurance for smaller political subdivisions, and determined that the Virginia Association of Counties Risk Pool (VACORP) provides the policy that best meets the Authority's self-insurance requirements at a fair and reasonable price. (The estimated cost is between \$1200.00-2,000.00 annually.)

Action Requested: The Southside Network Authority should take action to authorize the Executive Director to sign a self-insurance policy with VACORP for the remainder of Fiscal Year 2021 (July 1, 2020 to June 30, 2021).

11. Small Purchase Authority (Attachment 11)

The Southside Network Authority needs a Small Purchase Policy in place to conduct day-to-day operations. The purchasing procedures set forth in the attached Purchasing Policy are designed to supplement and implement the rules set forth in the Virginia Public Procurement Act (VPPA), Chapter 43 of Title 2.2 of the Code of Virginia, 1950, as amended, and other laws relating to public procurement of goods and services. The rules are intended to be supplementary and complementary. The Executive Director is designated the purchasing agent and to serve as the principal public purchasing official for the Authority, and whenever the “Authority” is exercising its authority to make small purchases, the small purchase is administered and made by the Executive Director or his designee. In general, however, the Executive Director may delegate the administrative purchasing responsibility to a responsible subordinate or designee, such as PDC staff in appropriate circumstances.

The Executive Director proposes that in general, he would use the Memorandum of Understanding between the Hampton Roads Planning District Commission and the Southside Network Authority to process small purchase actions necessary to conduct Authority business.

Action Requested: The Southside Network Authority should take action to approve the draft Small Purchase Authority policy.

12. Public-Private Education Facilities & Infrastructure Act of 2002 (PPEA) Guidelines (Attachment 12)

The Public-Private Education Facilities & Infrastructure Act of 2002 (PPEA) grants a public entity such as the Southside Network Authority the authority to create public-private partnerships for the development of a wide range of projects for public use if the public entity determines that there is a need for a project and that such a partnership might provide the project to the public in a more timely or cost-effective manner than standard procurement under the Virginia Public Procurement Act (“VPPA”). It may also incorporate innovative and creative concepts in project delivery, operation, maintenance, or finance. This flexibility is necessary as the Authority reviews multiple strategic options for designing, constructing, financing, and operating the regional fiber ring. The Southside Network Authority (the “Authority”) is a responsible public entity under the Act and adopts these guidelines to manage its implementation of the Act in individual situations. These guidelines are necessary in order to begin serious consideration of potential “turnkey” approaches or approaches to the fiber ring that leverage private equity in the project.

Action Requested: The Southside Network Authority should take action to approve the Southside Network Authority PPEA guidelines.

13. Fiscal Year 2021 Budget (Attachment 13)

The FY2021 budget has been initially funded with \$1M appropriated by the five Southside cities comprising the Southside Network Authority. Authorities are required to have annual budgets. The Executive Director proposes that we use a fiscal year system in order to align with the PDC and the member localities. The Executive Director will provide an overview of the proposed budget and request input from SNA members.

Action Requested: The Southside Network Authority should take action to approve the FY2021 Budget with the condition that the budget be revisited by the Board after the first deliverable is completed by the design consultant.

14. Fiber Network Design Contract

The Southside Network Authority met on June 26, 2020 to review the presentations made by the respondents to the 100% Design Request for Proposals (RFP). At the conclusion of this meeting, the Authority took action directing the Authority's Executive Director and legal counsel to begin negotiations on a contract at a fair and reasonable price with the preferred vendor for the advancement of the fiber ring initiative. Mr. DeBerry and Mr. Lockaby will update the SNA Board on these contract negotiations. If necessary, the Board may consider proceeding into closed session for the purposes of discussing these contract negotiations.

15. Old/New Business

16. Adjournment