

**Southside Network Authority
Summary Minutes
November 16, 2020**

The November 16, 2020 meeting of the Southside Network Authority (SNA) was called to order by the Chair at 2:33 PM. Mr. Robert Crum stated the meeting was being held electronically via WebEx pursuant to the declared state of emergency in the Commonwealth of Virginia in response to the COVID-19 pandemic and to protect the public health and safety of the Authority members, staff, and the general public. He reviewed a few important housekeeping rules to help the meeting run smoothly:

- Participants were asked to please remain on mute before and after providing any comments to avoid unnecessary background noise and potential feedback.
- All votes taken must be by roll call vote and recorded in the minutes.
- Participants were asked to identify themselves when speaking and/or providing a motion.

Chair Vitale asked Mr. Robert Crum, HRPDC Executive Director, to conduct a roll call to determine Authority members' attendance and asked that others participating in the meeting be introduced and identified. The following were in attendance:

Southside Network Authority Voting Members in Attendance:

Susan Vitale, Chair, CH	Daniel Jones, PO
Andria McClellan, Vice-Chair, NO*	Albert Moor, SU
Catheryn Whitesell (Alternate, NO)	Peter Wallace, (Alternate, VB)

Other Participants:

Steven DeBerry, SNA Executive Director	Jay Stroman, CH
Robert Crum, HRPDC Executive Director	Mike Lockaby, Guynn, Waddell, Carroll & Lockaby, P.C.
Debra Bryan, VB	John Martin, SIR
Karla Carter, SU	Coldon Martin, SIR
Regina Chandler, SU	Matthew DeHaven, CTC Technology & Energy
Scott Fairholm, CH	
Andrew Fox, NO	
Fraser Picard, NO	

Others Recorded Attending:

Ned Williams (Harvey Lindsay Commercial Real Estate); Kelli Arledge, Cynthia Mulkey, Tiffany Smith (HRPDC Staff).

**Indicates late arrival or early departure*

Approval of the Agenda

Chair Vitale requested that Agenda Item #5 (Introduction of New Members) be moved to occur before Agenda Item #3 (Public Comments).

Ms. Whitesell Moved to approve the agenda with the requested modification; seconded by Mr. Jones.

Roll Call Vote:

Ms. Vitale	Yes
Ms. Whitesell	Yes
Mr. Jones	Yes
Mr. Moor	Yes
Mr. Wallace	Yes

The Motion Carried.

Introduction of Newly Appointed Members

Chair Vitale asked Mr. Steven DeBerry, SNA Executive Director, to introduce the Authority's new members. Mr. DeBerry introduced and welcomed Mr. Albert Moor, Acting City Manager for the City of Suffolk, and Mr. LaVoris Pace, Acting City Manager for the City of Portsmouth. Mr. Crum also welcomed them and voiced his appreciation for their participation in the meeting.

Ms. Andria McClellan arrives

Public Comment

There were no public comments.

Approval of Minutes

Chair Vitale called for a motion to approve the minutes of the July 30, 2020 SNA meeting.

Ms. McClellan Moved to approve the minutes from the July 30, 2020 Southside Network Authority meeting; seconded by Mr. Wallace.

Roll call vote:

Ms. Vitale	Yes
Ms. McClellan	Yes
Mr. Jones	Yes
Mr. Moor	Yes
Mr. Wallace	Yes

The Motion Carried.

Southside Network Authority and Virginia Association of Counties Group Self Insurance Risk Pool (VACORP) Resolution

Mr. DeBerry reminded the Authority that as approved during the July 30, 2020 meeting, as the Executive Director of the SNA, he signed a contract with VACORP for self-insurance and workman's compensation. Although the SNA is officially covered by a policy with VACORP, the SNA must officially become a member of the risk pool by adopting a resolution to join the VACORP.

Chair Vitale called for a motion to approve the resolution to join VACORP.

Mr. Jones Moved to approve the resolution; seconded by Ms. McClellan.

Roll call vote:

Ms. Vitale	Yes
Ms. McClellan	Yes
Mr. Jones	Yes
Mr. Moor	Yes
Mr. Wallace	Yes

The Motion Carried.

Fiscal Year 2021 Budget

Mr. DeBerry directed the SNA members to the budget enclosure included in the agenda. He reported that all initial funding has been received and the Authority is now fully funded. Mr. DeBerry noted that the expenses for the consultant, CTC Technology and Energy, will see an increase in the coming months as they are just now getting into the full scope of their contract. He wanted to bring one particular item of interest to the members' attention. Initially, \$710,000 was budgeted for the design effort; the contract was awarded to CTC for \$315,000. The SNA will have approximately \$395,000 available to move forward to engage CTC to assist in the production of an RFP for a 100% turn-key design. An anticipated operating budget for the upcoming fiscal year will be sent to SNA Board members in the coming months.

Strategic Communications and Messaging

Mr. DeBerry reminded the Board that during the July meeting the Executive Director was authorized to spend up to \$30,000 for the design of a website for the SNA and to begin looking at a communications plan. He introduced representatives from SIR, the consultant engaged for this task.

Mr. John Martin and Mr. Coldon Martin thanked the Authority members for the opportunity to develop the key messages for the SNA for the public on a landing page/website for the Authority. Mr. J. Martin asked Mr. C. Martin to walk the Board through the web pages.

Mr. C. Martin reviewed the content and functionality of the SNA website. Mr. Martin noted that SIR's goals while designing the website were to answer basic questions about the SNA – the who and the what – as well as to streamline the content of the website. Mr. Martin described the platform on which the website was created, reiterated the security features of that particular platform and noted

that the design would be compatible with a variety of mobile devices. He proceeded to walk the SNA members through the initial pages of the site and explained their proposed purpose.

Mr. Martin concluded his presentation and offered to answer questions.

Chair Vitale expressed her appreciation for SIR's efforts that went into the design and content of the web pages and asked if there were any questions.

Mr. Jones expressed his appreciation for the presentation, design, and simplistic nature of the site. He asked if the website met ADA Section 508 requirements. Mr. Martin replied affirmatively; however, they still need to do a last review. He noted all text is plain text in order to work with screen readers. He also noted that although there is currently no Title VI language, there is space to add it in later; they just want to ensure the correct formal language is used.

Ms. McClellan wanted to ensure the SNA was sending the right message with their site and information. She noted that the SNA was not "offering" lower cost, faster service, but was a "pathway" to such service. Mr. Martin agreed and offered that SIR can certainly wordsmith the language to ensure the correct message is being conveyed.

Mr. Wallace requested more information on the security features – two-factor authentication and encryption - of the platform used. He wanted to ensure that no one could change their content. Mr. Martin reviewed the security features and assured the Board that the platform used was secure.

Ms. Chandler inquired about social media and whether the Authority will be archiving information. Mr. DeBerry replied that the SNA is not yet at that stage, but when it is, there will be a need for additional staff to address this need. Mr. C. Martin also noted that the platform the site is using will work well with social media.

Mr. DeBerry requested the SNA take action to approve the new website design in format and concept.

Ms. McClellan Moved to approve the new website design format; seconded by Mr. Wallace.

Roll call vote:

Ms. Vitale	Yes
Ms. McClellan	Yes
Mr. Jones	Yes
Mr. Moor	Yes
Mr. Wallace	Yes

The Motion Carried.

Ms. McClellan asked if at some point the SNA would discuss the name of the website, noting that "757 Network" is not "Southside Network Authority." Chair Vitale agreed that there was a need for future discussion on this and asked that this item be put on the agenda for the next meeting.

Mr. Crum noted that the bylaws state the name "Southside Network Authority" as the legal name of the Authority. He asked Mr. Lockaby about the process of initiating a "doing business as" (dba) name.

Mr. Lockaby reported that it is a relatively easy process to file the paperwork. Mr. Crum suggested this be a topic for discussion at the December meeting, and subsequently, when a dba name is decided upon, Mr. Lockaby can quickly file the paperwork. Chair Vitale concurred with this recommendation.

Fiber Network Design

Mr. DeBerry reviewed that during the July 30, 2020 meeting, the SNA voted to authorize the Executive Director to award a contract to Columbia Telecommunications Corporation (CTC) for professional services. The contract was awarded for \$315,000 and includes:

- Reviewing the 30% design of the fiber route to include any proposed route changes resulting from economic growth and other factors that have occurred over the past 18 months since the initial 30% design was completed
- Completing a 50-60% design of the final fiber route, including developing cost estimates for constructing the fiber ring
- Identifying various business case scenarios regarding construction, ownership and maintenance of the fiber ring.

Mr. DeBerry introduced Mr. Matt DeHaven, CTC Vice President for Fiber and Infrastructure. Mr. DeHaven provided an update on the design efforts to date and discussed next steps and upcoming milestones for the project. He also provided a status report on proposed route revisions to the fiber ring, indicating that the proposed revisions better align with local economic development goals as well as offer cost savings by avoiding complex permitting and construction costs. Mr. DeHaven displayed a map that depicted the proposed route revisions.

Mr. DeBerry noted that the design revisions brought in higher education facilities such as Old Dominion University in Norfolk, the Tri-City campus in Portsmouth and Paul D. Camp Community College in the western part of Hampton Roads. The redesigned route also works well with the future positioning of the fiber network with the additional phases such as connecting to the Peninsula in phase two of the project and connecting to the western portions of Hampton Roads (Southampton and Franklin) in phase four.

Mr. Crum inquired as to whether any of the route revisions brought in the new Amazon facility in Suffolk. Mr. DeBerry noted that change 1 noted on the map brings in the new Amazon facility, a hospital complex in Suffolk, as well as a public safety facility in Chesapeake.

Mr. DeHaven highlighted construction attributes of the project and noted there are two key types of construction – standalone and joint construction. While most of the network is new, standalone construction, they are also able to take advantage of joint construction opportunities with the City of Chesapeake. Mr. DeHaven proceeded to review key cost considerations for construction, noting the varying construction conditions and considerations (e.g., wetlands, bridge and water crossings, urban and rural locations) produce a wide range of costs from \$20.90 per foot to \$58.88 per foot. He displayed a table showing examples of cost estimates for labor and materials in a typical project as well as a table that illustrated a summary of construction costs delineated by locality. Mr. DeHaven noted that the costs outlined in the table were not individual costs to be borne by each locality, but summarized the general construction costs in geographic terms.

Mr. DeHaven commented that the business case analysis had not yet been presented to the SNA as they are still collecting key inputs for the analysis. He did note that one of the important factors in this analysis is understanding the total costs of ownership, of which operating costs are a large component. CTC is currently examining what it takes to build and maintain the fiber conduit and structure. He reviewed examples of annual costs, including repairs, relocations, and maintenance of good network documentation. CTC is also examining financing costs and are looking to give the SNA a starting point for discussion and consideration. Mr. DeHaven proceeded to display a graphic of estimated total cost of ownership under three different scenarios – no financing, 10-year financing at one percent and 10-year financing at three percent.

The business case analysis will take the following into consideration when CTC presents the analysis to the SNA members:

- Identified opportunities for near-term cost avoidance (e.g., transport to cloud service providers in regional data centers)
- Projected requirements for long-term cost and regional collaboration (e.g., public safety interoperability and mutual aid/disaster recovery)
- Exploration of partnership strategies for revenue generation and economic development (e.g., fiber leasing and managed services for business)

Mr. DeHaven noted more information will be presented at the SNA’s December meeting and offered to answer any questions.

Mr. Jones commended Mr. DeHaven and the CTC team for their work to date and noted that although the figures presented at today’s meeting were estimates, they were very close to the SNA’s initial estimates.

Chair Vitale thanked Mr. DeHaven and Mr. DeBerry for their work.

Mr. DeBerry asked that the SNA take action to approve the proposed revisions to the original 30% design of the fiber ring.

Mr. Moor Moved to approve the proposed revisions to the design of the fiber ring; seconded by Mr. Wallace.

Roll call vote:

Ms. Vitale	Yes
Ms. McClellan	Yes
Mr. Jones	Yes
Mr. Moor	Yes
Mr. Wallace	Yes

The Motion Carried.

Closed Session

Chair Vitale called for the SNA to enter into a closed session for the purpose of discussion of the Executive Director's contract. She asked Mr. Crum to read the motion:

"Motion to enter into closed session, pursuant to Subsection A.1 of Section 2.2-3711 of the Code of Virginia, 1950, as amended, for the purposes of the discussion and consideration of Executive Director's contract. The Authority deems it necessary, as specified by the Virginia Freedom of Information Act, that the following non-members be present during the closed meeting: Authority member locality legal representatives, Chief Administrative Officers, and Chief Information Officers as well as HRPDC staff members Robert Crum, Kelli Arledge, and Cynthia Mulkey."

Ms. McClellan Moved to proceed into closed session for the purpose of discussing the Executive Director's contract; seconded by Mr. Moor.

Roll call vote:

Ms. Vitale	Yes
Ms. McClellan	Yes
Mr. Jones	Yes
Mr. Moor	Yes
Mr. Wallace	Yes

The Motion Carried.

Mr. Crum asked those who were not identified as being part of the closed session to please disconnect and depart from the meeting. The SNA proceeded into the closed session.

Return to Open Session

The SNA reconvened into open session. Chair Vitale asked Mr. Crum read the motion:

"Move that the Board of Directors certify, by roll call vote, pursuant to Subsection D of Section 2.2-3712 of the Code of Virginia, 1950, as amended, that (i) only public business matters lawfully exempted from open meeting requirements under this chapter and (ii) only such public business matters as were identified in the motion by which the closed meeting was convened were heard, discussed or considered in the meeting by the Board of Directors."

Ms. McClellan Moved to certify that only public business matters lawfully exempted from open meeting requirements as were identified in the motion by which the closed meeting was convened were heard, discussed or considered in the meeting; seconded by Mr. Jones.

Roll call vote:

Ms. Vitale	Yes
Ms. McClellan	Yes

Mr. Jones	Yes
Mr. Moor	Yes
Mr. Wallace	Yes

Chair Vitale asked Mr. Lockaby to outline the modifications to the Executive Director's contract.

Mr. Lockaby noted the current contract for the Executive Director calls for a salary of \$65,000 for a period of six months. He outlined the following proposed changes to the Executive Director's contract:

- The term of the employment will change to June 16, 2022 (extended an additional 18 months)
- The salary will be modified from \$65,000 for six months to \$130,000 annually, or prorated as appropriate
- The notice requirements will be modified to make them symmetrical whereby a 60-day notice by the Executive Director or the Board is required if there is a desire to terminate the contract for reasons other than for cause

Ms. McClellan Moved to approve the modifications to the Executive Director's contract; seconded by Mr. Jones.

Ms. Vitale	Yes
Ms. McClellan	Yes
Mr. Jones	Yes
Mr. Moor	Yes
Mr. Wallace	Yes

The Motion Carried.

Chair Vitale asked Mr. DeBerry if he would accept the revised terms of the contract. Mr. DeBerry replied affirmatively and thanked the SNA members for the opportunity to continue the work.

Adjournment

With no further business to come before the Southside Network Authority, the meeting adjourned at 4:22 PM.

Respectfully submitted,

Robert A. Crum, Jr.
HRPDC Executive Director
Recording Secretary