

NELSON COUNTY BROADBAND AUTHORITY

P.O. Box 336 • Lovingson, VA 22949-434-263-7000 • Fax 434-263-7004

MEMBERS

Thomas H. Bruguire, Jr.
Jesse N. Rutherford
Thomas D. Harvey
Larry D. Saunders
Gary W. Strong

OFFICERS

Amanda B. Spivey, Secretary
Linda K. Staton, Treasurer

AGENDA
NELSON COUNTY BROADBAND AUTHORITY
JANUARY 9, 2024
THE MEETING CONVENES AT 1:00 P.M.
IN THE GENERAL DISTRICT COURTROOM
OF THE COURTHOUSE IN LOVINGSTON, VIRGINIA

- I. Call to Order**
- II. Public Comments**
- III. Reorganization, Election of Officers, and 2024 Meeting Schedule**
 - A. Chair & Vice Chair**
 - B. Secretary & Treasurer**
 - C. 2024 Meeting Schedule**
- IV. New/Unfinished Business**
 - A. Treasurer's Report**
- V. Other Business (As May Be Presented)**
- VI. Adjournment**

BYLAWS OF THE
NELSON COUNTY BROADBAND AUTHORITY
A VIRGINIA NONSTOCK CORPORATION

ARTICLE I
OFFICES

The principal office of the Nelson County Broadband Authority (the “Authority”) will be located at the office of the County Administrator, Nelson County, 84 Courthouse Square, Lovingston, Virginia 22949. The authority may have such other offices as the Authority Board (the “Authority Board”) may determine from time to time.

ARTICLE 2
AUTHORITY BOARD

The Authority Board will have five (5) members.

The initial members of the Authority Board shall be the members of the Board of Supervisors, whose terms of office shall be concurrent. The terms of office of the initial members will begin on the date the Certificate of Incorporation or Charter is issued by the State Corporation Commission and will continue for one (1) year.

Henceforth, The Authority shall be comprised of five (5) members appointed by the Board of Supervisors and there shall be one (1) appointee from each election district. Each succeeding member appointed by the Board of Supervisors, shall serve from July 1 until four (4) years hence on June 30 when their term shall expire. Any person appointed to fill a vacancy shall serve the unexpired term of the member being replaced. Board members shall continue to sit beyond the expiration of their term until such time as their successor may be appointed; however, the successor's term shall not be extended by such delay.

ARTICLE 3
GENERAL POWERS AND MEETINGS

- 3.1 GENERAL POWERS. The affairs of the Authority will be managed by the Authority Board, who will conduct its business in public meetings as provided by state law, the Authority’s Articles of the Incorporation, and these Bylaws.
- 3.2 REGULAR MEETINGS. At the Authority Board’s first meeting, it will establish a time, place and location of its meetings. The members of the Authority Board may provide, by motion and recorded vote, the time and place for holding additional regular meetings.

Additional regular meetings will be held at the principal office of the Authority or at such other place as may be designated by the Authority Board.

- 3.3 SPECIAL MEETINGS. Special meetings of the Authority Board may be called by or at the request of the Chairman or any two (2) members and will be held at the principal office of the Authority or at such other place as the members may determine.
- 3.4 NOTICE OF SPECIAL MEETINGS. All notices for special meetings shall be in accord with the provisions of the Virginia Freedom of Information Act (“VFOIA”) at such time, as well as any other applicable state law.
- 3.5 QUORUM. A majority of the members of the Authority Board will constitute a quorum for the transaction of business at any meeting of the Authority Board, but if less than a majority of the members are present at any meeting, then a majority of the members present may adjourn the meeting from time to time without further notice.
- 3.6 BOARD DECISIONS. An act of majority of the members of the Authority Board present at a meeting in which a quorum is present will be an act of the Authority, unless the act of a greater number is required by law or by these Bylaws.
- 3.7 COMPENSATION. Members of the Authority Board as such will not receive any stated salaries for their services, but will receive such compensation as may be fixed from time to time by resolution of the Board of Supervisors and will be reimbursed for any actual expenses necessarily incurred in the performance of their duties. Nothing in these Bylaws will be construed to preclude any member of the Authority Board from serving the Authority in any other capacity and receiving compensation for serving in that capacity, unless the service and compensation violates the law.
- 3.8 VACANCIES. No vacancy in the membership of the Authority Board will impair the right of a quorum to exercise all the rights and perform all the duties of the Authority. If a vacancy on the Authority Board occurs by reason of the death, disqualification or resignation of a board member, then the Nelson County Board of Supervisors will appoint a successor to fill the unexpired term.
- 3.9 ABSENCES. If an Authority Board member should miss three consecutive Board meetings, or five such meetings at any time in a calendar year, then he shall have been deemed to have resigned and the seat shall be vacant until filled by the Board of Supervisors.
- 3.10 MEETINGS OF AUTHORITY BOARD AND COMMITTEES. The Authority Board and all committees of the Authority Board are subject to the requirement of the VFOIA.

ARTICLE 4
OFFICERS

- 4.1 OFFICERS. The officers of the Authority are a Chairman, a Vice Chairman, a Secretary, a Treasurer, and such other officers as may be elected in accordance with this Article 4. No two (2) or more offices may be held by the same person, except the offices of Secretary and Treasurer. Neither the Secretary nor Treasurer need be members of the Authority Board.
- 4.2 ELECTION AND TERM OF OFFICE. The officers of the Authority shall be elected annually by the Authority Board at its annual meeting. If the election of officers is not held at the annual meeting, then the election will be held as soon thereafter as is convenient. New officer positions may be created and filled by the Authority Board by amendment to these Bylaws. Each officer will hold office until his successor has been duly elected and qualifies, even if such term of office extends beyond the date of the annual meeting.
- 4.3 REMOVAL. Any officer elected or appointed by the Authority Board may be removed by the Authority Board whenever in its judgment the best interests of the Authority would be served thereby.
- 4.4 VACANCIES. The Authority Board may fill a vacancy in any office because of death, resignation, removal, disqualifications, or otherwise for the unexpired portion of the term.
- 4.5 POWERS AND DUTIES OF OFFICERS.
- (A) Chairman. The Chairman of the Authority will preside at all meetings of the Authority Board at which he is present. The Chairman also will discharge such other duties as the Authority Board may direct. The Chairman will sign or countersign all instruments that require his signature and will make such reports and perform such other duties incident to his office as required of him by the Authority. Subject to such limitations as the Authority Board may propose, and subject further to the exception of signing or countersigning all instruments that require the Chairman's signature, the duties of the Chairman may be discharged by employees of the Authority except for presiding at meetings of the Authority Board.
- (B) Vice Chairman. In the absence or disability of the Chairman, the Vice Chairman will exercise all of the Chairman's responsibilities and functions.
- (C) Secretary. The Secretary will (i) maintain custody of the corporate seal and books, (ii) issue notices of all meetings of the Authority Board, and (iii) keep the minutes of all meetings of the Authority Board. The Secretary also will keep

proper records of the contracts, deeds, records, publications, and property belonging to the Authority, including the Articles of Incorporation, Charter, Bylaws, and amendments to those documents. The Secretary will sign or countersign to attest to any instruments that so require his signature. The Secretary will make such reports as the Authority Board may require. The Secretary will discharge such limitations as the Authority Board may propose. The duties of the Secretary may be discharged, with the exception of signing or countersigning any instruments, by employees of the Authority acting under his supervision and direction.

- (D) Treasurer. The Treasurer will have the custody of all monies, funds, securities, contracts, mortgages, deeds of trust, leases and deeds of the Authority. He also will keep proper books of account, which books, at all times, will be open to inspection by each member of the Authority Board. The Treasurer will keep proper records of all appropriations and authorizations of expenditures and will maintain itemized and classified accounts of expenditures and pledges made. The Treasurer will deposit the monies and securities of the Authority in such depositories and on such terms as the Authority Board may direct, and as directed by Virginia law, and when so deposited, the Treasurer will not be personally responsible for the safe keeping of the monies and securities.

ARTICLE 5 COMMITTEES

- 5.1 COMMITTEES OF AUTHORITY BOARD. The Authority Board, by a majority vote of the members in office, may designate one (1) or more committees each of which will consist of two (2) or more members of the Authority Board.
- 5.2 MEMBERSHIP OF COMMITTEES. The Chairman will appoint the members of the committees of the Authority Board. The Chairman or the Authority Board, as the case may be, will instruct a committee in its duties.

ARTICLE 6 CONTRACTS, CHECKS, DEPOSITS AND FUNDS

- 6.1 CONTRACTS. The Authority Board may authorize the Chairman or someone acting in his place or stead, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Authority which is proper and legal for the Authority to enter into, and the authorization may be general or may be confined to specific instances.
- 6.2 CHECKS, DRAFTS OR ORDERS. All checks for the payment of money issued in Authority's name will be signed by both the Chairman and the Treasurer. Any notes or other evidences of indebtedness will be signed by the Chairman and attested by the

Secretary, as directed by the Authority Board. Nothing in these Bylaws will prevent Authority Board from adopting a resolution or resolutions permitting the disbursal of funds by other officers or members of the Authority Board or requiring that any funds so disbursed by any approved officer or member of the Authority Board be counter-signed by another officer or member of the Authority Board.

- 6.3 DEPOSITS. All funds of the Authority must be deposited from time to time to the credit of the Authority in a bank that is insured by the Federal Deposit Insurance Corporation.
- 6.4 GIFTS. The Authority may accept any contribution, gift, bequest, or devise for any purpose of the Authority, unless conditions placed on the contribution, gift, bequest or devise, if any, are contrary to law.

ARTICLE 7
BOOKS AND RECORDS

The Authority's books and records will be audited annually either by the Board of Supervisors or by an independent auditor hired by the Authority. A copy of the annual audit of the Authority's books and records will be made available to each member of the Authority Board immediately after the audit's conclusion. A copy of the annual audit will be forwarded in the same manner to the County Administrator and forwarded to the Board of Supervisors.

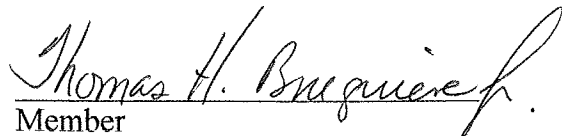
ARTICLE 8
RULES OF ORDER

The Authority will use Roberts's Rules of Order as a procedural guideline for conducting all business.

ARTICLE 9
AMENDMENT OF BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the members of the Authority Board present in any regular or special meeting at which a quorum is present.

Adopted this 14th day of December, 2010, by the Nelson County Broadband Authority.


Member


Member

Alan M. Hale
Member

[Signature]
Member

[Signature]
Member

ATTEST

Caroline W. McGaughey
Secretary

2024 NCBA Officers and Meeting Schedule:

- A. Chair – TBD, Vice Chair – TBD
- B. Secretary – Amanda Spivey, Treasurer – Linda Staton
- C. 2024 Meeting Schedule – Second Tuesday of January, and May, at 1pm in General District Courtroom (Just prior to the regular BOS meeting).

2023 NCBA Officers and Meeting Schedule:

- A. Chair – Gary Strong, Vice Chair – Jesse Rutherford
- B. Secretary – Amanda Spivey, Treasurer – Linda Staton
- C. 2023 Meeting Schedule – Second Tuesday of January, and July, at 1pm in General District Courtroom (Just prior to the regular BOS meeting).

2022 NCBA Officers and Meeting Schedule:

- A. Chair – Gary Strong, Vice Chair – Jesse Rutherford
- B. Secretary – Amanda Spivey, Treasurer – Candice McGarry
- C. 2022 Meeting Schedule – Second Tuesday of January, and July, at 1pm in General District Courtroom (Just prior to the regular BOS meeting).

2021 NCBA Officers and Meeting Schedule:

- A. Chair – Jesse N. Rutherford, Vice Chair – Gary W. Strong
- B. Secretary – Amanda Spivey, Treasurer – Candice McGarry
- C. 2021 Meeting Schedule – Second Tuesday of January, April, July, and October at 1pm in General District Courtroom (Just prior to the regular BOS meeting).

2020 NCBA Officers and Meeting Schedule:

- A. Chair – Jesse N. Rutherford, Vice Chair – Gary W. Strong
- B. Secretary – Grace Mawyer, Treasurer – Candice McGarry
- C. 2020 Meeting Schedule – Second Tuesday of January, April, July, and October at 1pm in General District Courtroom (Just prior to the regular BOS meeting).

2019 NCBA Officers and Meeting Schedule:

- A. Chair – Larry A. Saunders, Vice Chair – Thomas D. Harvey
- B. Secretary – Grace Mawyer, Treasurer – Candice McGarry
- C. 2019 Meeting Schedule – Second Tuesday of January, March, May, July, September, and November at 1pm in General District Courtroom (Just prior to the regular BOS meeting).

2018 NCBA Officers and Meeting Schedule:

- A. Chair – Thomas H. Bruguiera, Jr , Vice Chair – Larry A. Saunders
- B. Secretary – Candice McGarry, Treasurer – Debra McCann
- C. 2018 Meeting Schedule – Second Tuesday of January, March, May, July, September, and November at 1pm in General District Courtroom (Just prior to the regular BOS meeting).

2017 NCBA Officers and Meeting Schedule:

- A. Chair – Thomas D. Harvey

- B. Vice Chair – Thomas H. Bruguiera, Jr.
- C. Secretary – Candice McGarry
- D. Treasurer – Debra McCann
- E. 2017 Meeting Schedule – Second Tuesday of January, March, May, July, September, and November at 1pm in General District Courtroom (Just prior to the regular BOS meeting).

2016 NCBA Officers and Meeting Schedule:

- A. Chair – Allen M. Hale
- B. Vice Chair – Thomas D. Harvey
- C. Secretary – Candice McGarry
- D. Treasurer – Debra McCann
- E. 2016 Meeting Schedule – Second Tuesday of January, March, May, July, September, and November at 1pm in General District Courtroom (Just prior to the regular BOS meeting).

2015 NCBA Officers and Meeting Schedule:

- A. Chair – Alan Patrick
- B. Vice Chair – Allen M. Hale
- C. Secretary – Candice McGarry
- D. Treasurer – Debra McCann
- E. 2015 Meeting Schedule – Second Tuesday of January, April, July, October at 1pm in General District Courtroom (Just prior to the regular BOS meeting).

2014 NCBA Officers and Meeting Schedule:

- A. Chair – Larry D. Saunders
- B. Vice Chair – Alan Patrick
- C. Secretary – Candice McGarry
- D. Treasurer – Debra McCann
- E. 2014 Meeting Schedule – Second Tuesday of January, April, July, October at 1pm in General District Courtroom (Just prior to the regular BOS meeting).

2013 NCBA Officers and Meeting Schedule:

- A. Chair – Thomas D. Harvey
- B. Vice Chair – Larry D. Saunders
- C. Secretary – Candice McGarry
- D. Treasurer – Debra McCann
- E. 2013 Meeting Schedule – Fourth Thursday of each month at 6pm in General District Courtroom

2012 NCBA Officers and Meeting Schedule:

- A. Chair – Thomas H. Bruguiera, Jr.
- B. Vice Chair – Constance Brennan
- C. Secretary – Candice McGarry
- D. Treasurer – Debra McCann
- E. 2012 Meeting Schedule – Fourth Thursday of January, April, July, October at 6pm in BOS

NCBA Treasurer's Report - January 2024

Broadband Operations @ 12/31/2023

Beginning Balance 12/01/2023	\$	364,075.35
December 2023 Expenditures	\$	(358.03)
December 2023 Revenues	\$	<u>48,233.02</u>
Subtotal	\$	411,950.34
General Fund Transfer 7/1/2023	\$	-
Bank Balance at December 31, 2023	\$	411,950.34
December 2023 Outstanding Checks	\$	<u>-</u>
Available Balance at December 31, 2023	\$	411,950.34

Accounts Receivable Aging Summary as of December 31, 2023

Current	\$	-
1-30 days	\$	1,187.50
31-60 days	\$	250.00
61-90 days	\$	-
> 90 days	\$	-
Total	\$	<u>1,437.50</u>

Revenues & Expenditures

As of December 31, 2023, FY24 total operational revenues exceeded expenditures by \$ 60,921.10.

The annual payment of 25% of the tower lease receipts from AT&T due to Rockfish Volunteer Fire Department in the amount of \$10,674.00 is being paid January 9, 2024.

At the December 12, 2023 meeting the question was raised concerning the possibility of a fund transfer from the NCBA bank account to the County in light of the pending dissolution of the Authority upon completion of the Nelson County Broadband Network project. The following is a projection of anticipated revenues and expenditures through June 30, 2024. The resulting balance is the amount available for transfer should the Nelson County Broadband Authority make that determination.

<u>Projected Receipts January -June 30, 2024</u>	\$	75,000
<u>Projected Expenditures January-June 30, 2024</u>	\$	<u>(30,674)</u>
	Net Revenue	<u>\$ 44,326</u>
<u>Bank Account Balance January 1, 2024</u>	\$	411,950
	Net Revenue	<u>\$ 44,326</u>
<u>Projected Bank Balance June 30, 2024</u>	\$	<u>456,276</u>

Note: Staff recommends no more than \$400,000 be transferred until all revenues and expenditures have posted to accounts prior to dissolution of the Authority and/or closing the bank account.

FUND #-114 ***Revenues- Broadband Network***

(Nov-Dec)

--DETAIL--

MAJOR ACCT# DESCRIPTION BUDGET AMOUNT APPR. AMOUNT CURRENT AMOUNT Y-T-D AMOUNT BALANCE REMAIN.

599 ***Revenues-Broadband Network***
 1502 ***Revenue from Use of Property***
 0020 Fiber Leases 5,325.00 5,325.00 .00 .00 5,325.00 100.00
 0030 Tower Leases 131,535.00 131,535.00 48,695.52 59,233.97 72,301.03 54.96
 Revenue from Use of Property 136,860.00 136,860.00 48,695.52 59,233.97 77,626.03 56.71

1620 ***Charges for Services***
 0001 Network Access Charges 3,000.00 3,000.00 250.00 1,250.00 1,750.00 58.33
 0100 Other Network Charges 20,114.00 20,114.00 3,075.00 8,688.45 11,425.55 56.80
 Charges for Services 23,114.00 23,114.00 3,325.00 9,938.45 13,175.55 57.00

1803 ***Charges for Services***
 1899 ***Installation Reimbursements***
 Revenue from Use of Property 159,974.00 159,974.00 52,020.52 69,172.42 90,801.58 56.76

3201 ***Grants & Transfers***
 4101 ***Non-Revenue Receipts***
 4105 ***Transfers***
 9999 ***Year Ending Balance***
 0001 Year Ending Balance 113,638.00 113,638.00 .00 .00 113,638.00 100.00
 Year Ending Balance 113,638.00 113,638.00 .00 .00 113,638.00 100.00
 Year Ending Balance 113,638.00 113,638.00 .00 .00 113,638.00 100.00

--FUND TOTAL-- 273,612.00 273,612.00 52,020.52 69,172.42 204,439.58 74.71

*<20,939.40> = July-Nov. Revenues
 48,233.02 = Dec. Revenue*

FUND #114 ***BROADBAND PROJECT***

MAJOR ACCT# DESCRIPTION BUDGET AMOUNT APPR. AMOUNT CURRENT AMOUNT Y-T-D AMOUNT ENCUMBRANCE AMOUNT UNENCUMBERED BALANCE REMAIN. %

94100 ***Broadband Network***

94200 ***Network Operations***

1011 Remuneration-Broadband Authority 750.00 750.00 .00 .00 750.00 100.00

3002 Professional Services (Netop) 6,500.00 6,600.00 1,100.00 2,750.00 .00 3,850.00 58.33

3003 Professional Services 1,500.00 1,500.00 .00 .00 1,500.00 100.00

3004 Repair & Maintenance 4,000.00 4,000.00 .00 .00 4,000.00 100.00

3005 Insurance 2,267.00 2,267.00 .00 .00 .00 .00

3006 Utilities Including Locates 5,000.00 5,000.00 745.33 2,327.60 .00 2,672.40 53.44

7007 Travel (Mileage) 200.00 200.00 .00 .00 200.00 100.00

8112 Equipment 22,500.00 22,500.00 .00 .00 22,500.00 100.00

Network Operations 53,491.00 53,491.00 1,845.33 7,344.60 .00 46,146.40 86.26

94500 ***FIBREPLY FIBER EXPANSION 2021***

94600 ***TRANSFERS***

Broadband Network 53,491.00 53,491.00 1,845.33 7,344.60 .00 46,146.40 86.26

999000 ***Contingency***

9901 Contingency Reserve 220,121.00 220,121.00 .00 .00 220,121.00 100.00

Contingency 220,121.00 220,121.00 .00 .00 220,121.00 100.00

Contingency 220,121.00 220,121.00 .00 .00 220,121.00 100.00

--FUND TOTAL-- 273,612.00 273,612.00 1,845.33 7,344.60 .00 266,267.40 97.31

(Nov - Dec.)

7,344.60
<6,986.57> = July - Nov. Expenditures
358.03 = Dec. Expenditures

Nelson County Broadband Authority
A/R Aging Summary
As of December 31, 2023

	Current	1 - 30	31 - 60	61 - 90	> 90	TOTAL
Segra	0.00	937.50	0.00	0.00	0.00	937.50
Social Services	0.00	250.00	250.00	0.00	0.00	500.00
TOTAL	0.00	<u>1,187.50</u>	<u>250.00</u>	<u>0.00</u>	<u>0.00</u>	<u>1,437.50</u>

Nelson County Broadband Authority
Sales by Customer Summary
December 2023

	<u>Dec 23</u>	
River Street/Wilkes Comm	4,000.00	
AT&T	42,695.52	$\times 25\% = 10,673.88$
Segra	937.50	
MBC	600.00	
TOTAL	<u><u>48,233.02</u></u>	