

DRAFT Minutes

A regular meeting of the Albemarle County Broadband Authority was held on August 23, 2023. The meeting was held in room 241 of the Albemarle County Office Building located at 401 McIntire Road.

PRESENT: Mr. Bucky Walsh, Mr. Waldo Jaquith, Mr. Jim Andrews (attending remotely), Mr. Trevor Henry, Mr. Bill Fritz

ABSENT: Ms. Donna Price

Also Present: Mr. Richard DeLoria (Senior Assistant County Attorney), Mike Culp (Director of Broadband Accessibility and Affordability Office) and Jason Inofuentes (Program Manager, Broadband Accessibility and Affordability Office)

Agenda Item No. 1. Establish Quorum and Call to Order.

Mr. Walsh established a quorum and called the meeting to order at 5:00 p.m.

Mr. Andrews requested to attend the meeting remotely from Sorrento Maine due to a family event.

SECRETARY'S NOTE – MY NOTES DO NOT INDICATE WHO MOVED/SECONDED APPROVAL OF REMOTE ATTENDANCE

NAME moved to authorize Mr. Andrews to attend the meeting remotely.

NAME seconded the motion.

The motion was approved unanimously.

Agenda Item No. 2 Approval of Agenda

Mr. Henry **moved** to approve the agenda.

Mr. Jaquith **seconded** the motion.

The motion was **approved** unanimously.

Agenda Item No. 3 Brief Announcements from the Board

None

Agenda Item No. 4 Public Comment

There were no comments from the public.

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There were no members of the public present for the meeting.

There were five virtual attendees.

Agenda Item No. 5 Consent Agenda

Mr. Jaquith **moved** to approve the agenda.

Ms. Henry **seconded** the motion.

The motion was **approved** unanimously.

Agenda Item No. 6 Approval of June 28, 2023 (no meeting) and July 26, 2023, Meeting Minutes

These minutes were not ready for action.

Agenda Item No.7 Election of Officers

Mr. Walsh **moved** that the existing slate of officers be re-elected.

Mr. Henry **seconded** the motion.

The motion was **approved** unanimously

Agenda Item No. 8 Establish Schedule for Regular Meetings

Mr. Walsh **moved** regular meetings be held on the fourth Wednesday of each month except for November and December which would be combined into one meeting to be held on Tuesday December 5, 2023.

Mr. Fritz **seconded** the motion.

The motion was **approved** unanimously

Agenda Item No. 9 Adopt Rules and Policies (Appendix A)

Mr. Walsh **moved** to readopt the rules and policies.

Mr. Henry **seconded** the motion.

The motion was **approved** unanimously

Agenda Item No. 10 Old Business

Agenda Item No. 10a VATI 2021 Update

Mr. Inofuentes shared a PowerPoint presentation. (Attached to these minutes)

Mr. Walsh asked if all the sites shown in the presentation included in the polygons are to be served.

Mr. Inofuentes stated they were to be served.

Mr. Henry asked what position DHCD was taking.

Mr. Inofuentes stated that DHCD wants the facilities built.

Mr. Jaquith asked if individuals will be able to have copper in addition to fiber.

Mr. Steven Brewer (Brightspeed) stated that he would need to get that information from his construction team. Mr. Brewer stated that structures shown in the polygons may be within 650 feet of equipment but not necessarily a serving terminal.

Mr. Culp stated that any construction outside of the polygons is not reimbursable. Addresses with the polygon that are not built to would be available for another provider to build to with the money available.

Mr. Jaquith stated that the areas within the polygon are spoken for unless they are released to other ISPs.

Mr. Inofuentes stated that there is a challenge period and Brightspeed has agreed not to challenge our findings for service.

Mr. Henry asked if there is disagreement about the polygons.

Mr. Inofuentes stated there is no disagreement.

Mr. Jaquith stated that Brightspeed needs to agree in writing not to challenge what sites they will not serve and will become available to other providers.

Agenda Item No. 10b VATI 2022

Mr. Culp shared a PowerPoint presentation. (Attached to these minutes)

Mr. Jaquith **moved** that the chare be authorized to sign the letter of support for the Dominion work.

Mr. Henry **seconded** the motion.

The motion **passed** unanimously.

Agenda Item No. 10c Broadband Accessibility and Affordability (BAAO) American Rescue Plan Act (ARPA) Grant Discussion

Mr. Inofuentes shared a PowerPoint presentation. (Attached to these minutes)

Mr. Henry asked if this is a direct contract with the County for the work.

Mr. Inofuentes stated that it was a direct contract.

Mr. Jaquith asked if the full proposals were for the entire area and partial proposals are for some areas. Mr. Jaquith also asked if Comcast provided fiber.

Mr. Inofuentes stated that full proposals were for the entire area and partial proposals are for some areas. Mr. Inofuentes stated that Comcast does some fiber and that a waiver of the 100/100 speed was possible down to 100/20.

Mr. Jaquith asked if we could insist on 100/100.

Mr. Inofuentes stated that with our commitment to technology neutrality this would not be appropriate.

Mr. Henry asked if the direct contract approach was the best. Mr. Henry also asked if other have been brought into the review.

Mr. Inofuentes stated that others, including the County Attorney's Office have been involved.

Mr. Henry asked if this was consistent with State requirements.

Mr. Inofuentes stated that it is consistent but is still being evaluated as to how best to implement.

Mr. Walsh asked if this work included sites discussed in the first item tonight with Brightspeed.

Mr. Jaquith stated that it does.

Mr. Culp asked that ABBA transfer remaining uncommitted funds to this project.

Mr. Henry stated that we should verify that there are no overages for existing commitments.

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Mr. Jaquith stated that we should transfer any funds not necessary for committed projects.

The consensus of the Board was to reallocate unspent funds to the extent available.

Agenda Item No. 10d BAAO update

Mr. Inofuentes shared a PowerPoint presentation. (Attached to these minutes)

Agenda Item No. 11 New Business

None

Agenda Item No. 12 Other Matters

None

Agenda Item No. 13 Adjourn

Mr. Jaquith **moved** to adjourn.

Mr. Walsh **seconded** the motion.

The motion was **approved** unanimously.

The meeting adjourned at 6:04 p.m.

CONSENT AGENDA

5. FOR APPROVAL (by recorded vote):

No items

5. FOR APPROVAL (Information Only)

5.1 Financial Report

Update: 08/16/2023

4-4300-91097-491097-950030-9999 (EXPENSE CODE) + ARPA 5301 Fund

BROADBAND INCENTIVES>ALBEMARLE BROADBAND AUTHORITY + ARPA Funding

| | Fund Balance | Commitment/ Projected Expenses | Paid Expenses | Remaining Project Funds |
|---|----------------|--------------------------------------|---------------|----------------------------|
| Current FY23 Balance (includes \$4.5mil in ARPA Appropriation, \$4.37mil of that for VATI 2022) | \$5,099,325.90 | | | |
| VATI 2021 Project Commitment Brightspeed: Payment on Hold | | \$640,000.00 | \$0.00 | |
| VATI 2022 Project Commitment TJPDC/Firefly: First payment for \$121,863.50 PAID. Second payment for \$23,187.19 PAID. | | \$4,368,000.00 | \$145,050.69 | |
| | \$91,325.90 | \$5,008,000.00 | \$145,050.69 | \$91,325.90 |
| <i>Note: Remaining Project Funds unless noted otherwise are subject to ARPA Guidelines and Rules.</i> | | | | |

Albemarle Broadband Authority

Rules of Procedure

Adopted December 20, 2017

Readopted August 22, 2018

Amended February 27, 2019

Amended & Readopted August 20, 2019

Amended & Readopted August 26, 2020

Amended & Readopted August 25, 2021

Amended & Readopted August 24, 2022

Rules of Procedure of the Albemarle Broadband Authority

1. Purpose

- A. General. The purpose of these Rules of Procedure (the Rules) is to facilitate the timely, efficient, and orderly conduct of public meetings and decision-making, and they are designed and adopted for the benefit and convenience of the Albemarle Broadband Authority (the Authority).
- B. Rules Do Not Create Substantive Rights in Others. The Rules do not create substantive rights in third parties or participants in matters before the Authority.
- C. Compliance with These Rules. The Rules that are parliamentary in nature are procedural, and not jurisdictional, and the failure of the Authority to strictly comply with the procedural rules shall not invalidate any action of the Authority. The Rules that implement the requirements of State law are jurisdictional only to the extent that Virginia law makes them so.

2. Authority Members

- A. Equal Status. Except for the additional responsibilities of the Chair provided in elsewhere in these Rules, all Authority members have equal rights, responsibilities, and authority.
- B. Decorum. Members will act in a collegial manner and will cooperate and assist in preserving the decorum and order of the meetings.
- C. Attendance. Authority members are expected to attend in person all regular meetings of the Board of Directors. The Board of Directors may request by majority vote the Board of Supervisors to replace any Authority member who is absent for three consecutive regular meetings or who is absent for four regular meetings in any rolling twelve-month period. A member who remotely participates in a regular meeting by electronic communication is not deemed absent under this rule. (Amended 2-27-2019; Amended 8-26-2020).

3. Officers and Their Terms of Office

- A. Chair. When present, the Chair shall preside at all Authority meetings during the year for which elected. The Chair shall have a vote but no veto. The Chair shall also be the head official for all of the Authority's official functions and for ceremonial purposes.
- B. Vice-Chair. If the Chair is absent from an Authority meeting, the Vice-Chair, if present, shall preside at the meeting. The Vice-Chair shall also discharge the duties of the Chair during the Chair's absence or disability.
- C. Secretary. The Secretary shall keep the minutes of all meetings of the Authority; have charge of such books and papers as the Authority may make so that any member may inspect and copy at reasonable times and by appointment the records of the Authority; and, in general, perform all the duties incident to the Office of Secretary.
- D. Treasurer. The Treasurer shall be responsible for Authority funds and securities; keep full and accurate financial records and books of account showing all receipts and disbursements; prepare or cause to be prepared all required financial data, deposit all monies and other valuable effects in the name of the Authority, in such depositories as may from time to time be designated by the Board; and, in general, perform all the duties incident to the office of Treasurer.
- E. Acting Chair in Absence of Chair and Vice-Chair. If the Chair and Vice Chair are absent from any meeting, a present Authority member shall be chosen to act as Chair.
- F. Term of Office. All officers shall be elected for one-year terms, but any or all officers may be re-elected for one or more additional terms. The term of office of an Authority Member so serving shall end and be deemed vacated when the Member's term ends or Authority membership is deemed vacated for any reason. (Amended 8-26-2020)
- G. References to the Chair. All references in these Rules to the Chair include the Vice-Chair or any other Authority member when the Vice-Chair or the other member is acting as the Chair.

4. Meetings

- A. Annual Meeting. The Annual Meeting is the first meeting after August 2 of each year. At the Annual Meeting, the Authority shall:
- i. Elect Officers. Elect a Chair and a Vice-Chair.
 - ii. Establish Schedule for Regular Meetings. Establish the days, times, and places for regular meetings of the Authority for that year.
 - iii. Adopt Rules and Policies. Adopt Rules of Procedure and Authority Policies that will apply in the calendar year, subject to amendment under Rule 12.
- B. Regular Meetings. Regular Meetings are those established at the Annual Meeting to occur at specified days, times, and places.
- i. Regular Meeting Falling on a Holiday. If any day established as a Regular Meeting day falls on a legal holiday, the meeting scheduled for that day shall be held on the next regular business day without action of any kind by the Authority.
 - ii. Adjourning a Regular Meeting. A regular meeting, without further public notice, may be adjourned from day to day or from time to time or from place to place, not beyond the time fixed for the next regular meeting, until the business of the Authority is complete. If a quorum was not established or was lost during the meeting, the Authority members present may only adjourn the meeting (See also Rules 7(B), (C), and (D)).
 - iii. Continuing a Regular Meeting When Weather and Other Conditions Create Hazard, If the Chair finds and declares that weather or other conditions are hazardous for Authority members to attend a regular meeting, the meeting shall be continued to the next regular meeting date. The Chair's finding shall be communicated to the other Authority members and to the general news media as promptly as possible. Any hearings or other matters previously advertised shall be conducted at the continued meeting and no further advertisement shall be required.
 - iv. Establishing Different Day, Time, and Place of Regular Meeting. After the Annual Meeting, the Authority may establish different days, times, or places for Regular Meetings.
- C. Special Meetings. The Authority may hold special meetings as it deems necessary at times and places that it deems convenient.
- i. Calling and Requesting a Special Meeting. A special meeting shall be held when called by the Chair or requested by two or more Authority members. The call or request shall be made to the Chair and shall specify the matters to be considered at the meeting.

- ii. **Duty of Chair to Provide Notice.** Upon receipt of a call or request, the Chair shall immediately notify each Authority member and the County Attorney. The notice shall be in writing and delivered to the person or to his place of residence or business, or if requested by an Authority member, by email or facsimile. The notice shall state the time and place of the meeting and shall specify the matters to be considered. The notice may be waived if all members are present at the special meeting or if all members sign a waiver for the notice. The Chair shall also notify the general news media of the time and place of the special meeting and the matters to be considered.
- iii. **Matters That May Be Considered.** Only those matters specified in the notice shall be considered at a special meeting unless all Authority members are present.
- iv. **Adjourning a Special Meeting.** A special meeting may be adjourned from time to time as the Authority finds necessary and convenient. If a quorum was not established or was lost during the meeting, the Authority members present may only adjourn the meeting (See also Rules 7(B), and (D)).

5. Order of Business for Regular Meetings

- A. **Establishing the Agenda.** The Chair of the Authority shall establish the agenda for all meetings in consultation with Authority staff, who shall review the agenda with the Chair prior to the meeting. The Chair shall set the order of business as provided in Rule 5(B), provided that the Chair may modify the order of business to facilitate the business of the Authority. The draft agenda shall be provided to the Authority six days prior to the regular meeting date.
- B. **Order of Business at Regular Meetings.** At regular meetings of the Authority, the order of business shall generally be as follows:
 - 1. Call to Order.
 - 2. Adoption of the Final Agenda.
 - 3. Brief Announcements by Authority Members.
 - 4. Public Comment.
 - 5. Approval of Minutes from Previous Meeting
 - 6. Old Business
 - 7. New Business
 - 8. Other Matters
 - 9. Adjourn.
- C. **Closed Meetings.** A closed meeting may be held at any point on the agenda, as necessary. Generally, a closed meeting will be scheduled either at the midpoint of the agenda or at the end of the agenda prior to adjournment.

6. Rules Applicable to the Items of Business on the Agenda

- A. **Adoption of the Final Agenda.** Adoption of the Final Agenda is the first order of business for a regular meeting of the Authority. The Authority may modify the order of business as part of its adoption of the final agenda. The final agenda shall be adopted by a majority

vote of the Authority members. No matter for action not included on the final agenda shall be considered at that meeting.

- B. Brief Announcements by Authority Members. Brief Announcements by Authority Members are announcements of special events or other items of interest that are not considered committee reports and are not otherwise on the meeting agenda.
- C. Public Comment. Public Comment allows any member of the public to speak on any topic related to the business of the Authority. The following rules apply:
 - i. Time. Each speaker may speak for up to three minutes, provided that if the anticipated number of speakers may exceed 10, or for other reasons related to the Authority efficiently conducting its business, the Chair may reduce the amount of time allowed for each speaker to speak to two minutes.
 - ii. Manner. In order to allow the Authority to efficiently and effectively conduct its business, each speaker shall comply with Rule 6(C)(i), shall address the Authority and not the audience, and shall not engage in speech or other behavior that actually disrupts the meeting. The speaker may include a visual or audio presentation.

7. Quorum

- A. Establishing a Quorum. A majority of all of the members of the Authority that is physically assembled shall constitute a quorum for any meeting of the Authority, except as provided in Rule 8(B). (Virginia Code 15.2- 5431.10(B))
- B. Quorum Required to Act; Exceptions. The Authority may take valid actions only if a quorum is present. There are 2 exceptions:
 - i. Quorum Not Established; Adjournment. If a quorum is not established, the only action the Authority members present may take is to adjourn the meeting.
 - ii. Quorum Not Established or Lost Because of Conflict of Interest. If a quorum cannot be established or is lost because one or more Authority members is disqualified because of a conflict of interest under the State and Local Government Conflict of Interests Act (Virginia Code 2.2-3700 et seq.), the remaining members constitute a quorum for the conduct of business and have the authority to act for the Authority.
- C. Loss of Quorum During Meeting. If a quorum was established but during a meeting the quorum is lost, the only action the Authority members present may take is to adjourn the meeting. If prior to adjournment the quorum is again established, the meeting shall continue.
- D. Quorum Required to Adjourn Meeting to Future Day and Time. A majority of the Authority members present at the time and place established for any regular or special meeting shall constitute a quorum for the purpose of adjourning the meeting from day to day or from time to time, but not beyond the time fixed for the next regular meeting.

8. Remote Electronic Participation for Individual Directors. Except as provided elsewhere in this policy, individual directors may use remote participation instead of attending a public meeting in person only pursuant to and in compliance with Virginia Code S 2.2-3708.3(B). Future amendments to the statutory provisions related to participation in public meetings by remote electronic means are hereby incorporated mutatis mutandis without requiring formal action by this Authority.
 - A. Situations Permitting Individual Director's Remote Participation. An individual director of this Authority may use remote participation instead of attending a public meeting in person only if the director can participate without endangering person or property (i.e., while driving) and notifies the Chair before the meeting that
 - i. the director has a temporary or permanent disability or other medical condition that prevents the director's physical attendance; ii. a medical condition of a director or of a director's family member requires the director to provide care that prevents the director's physical attendance; iii. the director's principal residence is more than 60 miles from the meeting location identified in the notice for such meeting [effective as of September 1, 2022]; or iv. the director is unable to attend due to a personal matter, such as a family event or business commitment, and identifies with specificity the nature of the personal matter.
 - B. Limitation on Remote Participation Due to Personal Matters. No director may use remote participation due to personal matters more than two meetings per calendar year or 25 percent of ABBA's meetings held per calendar year rounded up to the next whole number, whichever is greater. There is no limit to the number of times a director may participate remotely for any other authorized purpose under these Rules of Procedure.
 - C. When Chair Requests to Participate Electronically. If the Chair is unable to attend a meeting and seeks to participate through electronic communication means from a remote location, the Chair must notify the Vice-Chair or other presiding officer and should notify the Secretary before the meeting.
 - D. Quorum Must Be Physically Assembled; Approval of Director's Remote Participation; Disapproval. A quorum of ABBA must be physically assembled at the location included in the meeting notice. ABBA directors present must approve the remote participation by majority vote. The decision must be based solely on the criteria in Section A above without regard to the director's identity or matters that will be considered or voted on during the meeting. If the ABBA approves a director's participation through electronic communication, the Secretary must record in the minutes the remote location from which the director participated. However, the remote location need not be open to the public and may be identified in the minutes by a general description. If ABBA approves a director's remote participation, the minutes must identify the subsection of Section A under which the director participated. If participation is approved for a Personal Matter, the minutes must identify the specific nature of the personal matter cited by the director. If ABBA disapproves a director's remote participation because such participation would violate this policy, such disapproval must be recorded in the minutes with specificity.

- E. Audibility of Absent Director. The Chair, designee, or other presiding officer shall arrange for the voice of the remote director to be heard by all persons in attendance at the meeting location. If, for any reason, the voice of the absent director cannot reasonably be heard, the meeting may continue without the participation of the absent director.
 - F. Remote Participation Not an Absence. A director's remote participation, if approved, is not considered an absence.
 - G. Independent Verification. The reason for a director's remote participation and consideration of approval thereof is not subject to independent verification.
 - H. Remote Participation in Closed Session. A director participating remotely in a closed session must do so under circumstances that assure the privacy and confidentiality of the closed session.
9. All-Virtual Public Meetings. Except during a declared emergency or under a local continuity of government ordinance, as of September 1, 2022, ABBA may hold all-virtual public meetings only pursuant to and in compliance with Virginia Code 2.2-3708.3(C), which requirements are incorporated herein by reference. Future amendments to the statutory provisions related to the holding of all-virtual public meetings pursuant to this policy are hereby incorporated mutatis mutandis without requiring formal action by the ABBA.
- A. Limitation on All-Virtual Public Meetings. ABBA may not convene an all-virtual public meeting (i) more than two times per calendar year or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater, or (ii) consecutively with another all-virtual public meeting.
 - B. Reasons for All-Virtual Public Meetings. ABBA may only convene an all-virtual public meeting for a Special Meeting of ABBA.
 - C. Procedures for Conducting All-Virtual Public Meetings. ABBA may only conduct an allvirtual public meeting if it complies with the following:
 - i. the meeting notice required by Virginia Code 2.2-3707 includes a statement that the method by which the meeting will be held will not be changed unless ABBA provides a new meeting in accordance with Virginia Code 2.2-3707; ii. public access to the all-virtual public meeting is provided by way of electronic communication means; iii. the electronic communications means used allows the public to hear all directors participating in the all-virtual public meeting, and, when audio-visual technology is available, to see the directors as well;
 - iv. a phone number or other live contact information is provided to alert ABBA if its audio or video transmission fails, ABBA monitors such designated means of communication during the meeting, and the ABBA recesses the meeting until public access is restored if the transmission fails for the public; v. a copy of the proposed agenda and all agenda packets and, unless exempt, all material furnished to ABBA directors for a meeting is made available to the public in electronic format at the same time that such materials are provided to ABBA directors; vi. the public is afforded the opportunity to comment through electronic

means, including by way of written comments, at those public meetings when public comment is customarily received; vii. no more than two ABBA directors are together in any one remote location unless that remote location is open to and physically accessible by the public; viii. if a closed session occurs during an all-virtual public meeting, the directors participate under circumstances that assure the privacy and confidentiality of the session; ix. if a closed session occurs during an all-virtual public meeting, ABBA resumes transmission to the public before ABBA votes to certify the closed meeting;

x. ABBA does not convene an all-virtual public meeting (i) more than twice per calendar year or 25 percent of the meetings held per calendar year rounded to the next whole number, whichever is greater, or (ii) consecutively with another all-virtual public meeting; and xi. minutes of all-virtual public meetings held by electronic communication must be taken according to law and must include the fact that the meeting was held by electronic communication means and must describe the type of electronic communication means used to hold the meeting. If a director's participation from a remote location is disapproved because such participation would violate the remote participation policy, such disapproval must be recorded in the minutes with specificity.

10. During a Declared Emergency or When a Continuity of Government Ordinance is in Effect. ABBA may meet by electronic communication means without a quorum physically assembled at one location when a state of emergency is declared pursuant to Virginia Code 44-146.17 or a local emergency is declared pursuant to Virginia Code 44-246.21, subject to the provisions and requirements of Virginia Code 2.2-3708.2. ABBA also may meet by electronic communication means when an ordinance adopted pursuant to Virginia Code 15.2-1413 to ensure the continuity of County government is in effect.

(Virginia Code 2.2-3708.2 and 2.2-3708.3)

(Amended 8-20-2019; Amended 8-26-2020; Amended 8-24-2022)

11. Conducting the Business of the Authority

A. Enable Efficient and Effective Conduct of Business. Meetings shall be conducted in a manner that allows the Authority to efficiently and effectively conduct its business, without actual disruptions.

B. Minimizing Disruptions. To minimize actual disruptions at meetings:

i. Speakers. Members of the public who are speaking to the Authority shall comply with Rule 6(C). Members of the public invited to speak to the Authority during any agenda item other than Public Comment shall comply with Rule 6(C).

ii. Persons Attending the Meeting. Any person attending an Authority meeting shall comply with the following:

a. Sounds. Persons may not clap or make sounds in support of or in opposition to any matter during the meeting. Instead of making sounds, persons who are not speaking at the podium are encouraged to raise their hands to indicate their support or

opposition to any item during the meeting. Cell phones and other electronic devices shall be muted.

- b. Other Behavior. Persons may not act, make sounds, or both, that actually disrupt the Authority meeting.
 - c. Signs. Signs are permitted in the meeting room so long as they are not attached to any stick or pole and do not obstruct the view of persons attending the meeting.
- C. Chair May Maintain Order. The Chair may ask any person whose behavior is so disruptive as to prevent the orderly conduct of the meeting to cease the conduct. If the conduct continues, the Chair may order the removal of that person from the meeting.

12. Voting Procedures

- A. Action by Motion. Unless otherwise provided (See Rule 1 1 (D)), any action by the Authority shall be initiated by a motion properly made by an Authority member and followed by a vote, as provided below:
- i. Motion Must Be Seconded; Exception. Each action by the Authority shall be initiated by a motion that is seconded; provided that a second shall not be required if debate immediately follows the motion. Any motion that is neither seconded nor immediately followed by debate shall not be further considered.
 - ii. Voting and Recording the Vote. The vote on any motion shall be by a voice vote. The Secretary shall record how each Authority member voted on the motion.
 - iii. Required Vote, Generally Required Vote for Specific Matters. Each action by the

Authority shall be made by the affirmative vote of a majority of the members. (Virginia Code §§15.2-5431.10(B))
 - iv. Tie Vote. A tie vote shall defeat the motion voted upon. A tie vote on a motion to approve shall be deemed a denial of the matter being proposed for approval. A tie vote on a motion to deny shall not be deemed an approval of the matter being proposed for denial.
 - v. Abstention. Any Authority member(s) abstaining from voting on any motion shall state their abstention(s). The abstention will be announced by the Chair and recorded by the Secretary.
- B. Motion to Amend. A motion to amend a motion properly pending before the Authority may be made by any Authority member. Upon a proper second, the motion to amend shall be discussed and voted on by the Authority before any vote is taken on the original motion unless the motion to amend is accepted by both Authority members making and seconding

the original motion. If the motion to amend is approved, the amended motion is then before the Authority for its consideration. If the motion to amend is not approved, the original motion is again before the Authority for its consideration.

- C. Motion to Call the Question. The discussion of any motion may be terminated by any Authority member making a motion to call the question. Upon a proper second, the Chair shall call for a vote on the motion to call the question without debate on the motion itself, and the motion shall take precedence over any other matter. If the motion is approved, the Chair shall immediately call for a vote on the original motion under consideration.
- D. Motion to Reconsider. Any decision made by the Authority may be reconsidered if a motion to reconsider is made at the same meeting or an adjourned meeting held on the same day at which the item was decided. The motion to reconsider may be made by any member of the Authority. Upon a proper second, the motion may be discussed and voted. The effect of the motion to reconsider, if approved, shall be to place the item for discussion in the exact position it occupied before it was voted upon.
- E. Motion to Rescind. Any decision made by the Authority may be rescinded by a majority vote of all members of the Authority. The motion to rescind may be made by any Authority member. Upon a proper second, the motion may be discussed and voted on. The effect of the motion to rescind, if approved, is to nullify the previous decision of the Authority.

13. Other Rules: Robert's Rules of Order Procedure in Small Boards

Procedural rules that are not addressed by these Rules shall be governed by "Procedure in Small Boards" from Robert's Rules of Order, which provides:

- A. Not Required to Obtain the Floor. Authority members are not required to obtain the floor before making motions or speaking, which they may do while seated.
- B. No Limitation on Number of Times a Member May Speak. There is no limitation on the number of times an Authority member may speak to a question, and motions to call the question or to limit debate generally should not be entertained.
- C. Informal Discussion. Informal discussion of a subject is permitted while no motion is pending.
- D. When Vote Without Motion Not Required. Sometimes, when a matter is perfectly clear to all present and if agreed to by unanimous consent of all Authority members present and voting, a vote may be taken without a motion having been introduced. Unless agreed to by unanimous consent, however, all proposed actions of the Authority must be approved by vote under the same rules as in other assemblies, except that a vote may be taken initially by a show of hands, which is often a better method.
- E. Chair; Putting Question to Vote. The Chair need not rise while putting questions to vote.

- F. Chair; Speaking During Discussion. The Chair may speak in discussion without rising or leaving the chair, and, subject to rule or custom within the particular board (which should be uniformly followed regardless of how many members are present), the Chair usually may make motions and usually votes on all questions.

14. Amendment of Rules of Procedure

These Rules of Procedure may be amended only as follows:

- A. Rules Eligible for Amendment. Any Rule may be amended.
- B. Procedure to Amend. Any Rule eligible for amendment may be amended only by a majority vote of the Authority members at the next regular meeting following a regular meeting at which notice of the motion to amend is given. Notice of the motion to amend a rule may be made by any Authority member. The motion to amend a rule may be made by any Authority member. Upon a proper second, the motion shall be discussed and voted on. In deciding whether and how to amend a Rule, the Authority shall consider that Rules 3, 4, 6(C), 7, 8, 9(B), and 10(A)(iii) address statutory or constitutional requirements.
- C. Limitation on Effect of Amendment. The Authority's approval of a motion to amend one or more Rules shall not permit the Authority to act in violation of a requirement mandated by the Code of Virginia, the Constitution of Virginia, or any other applicable law.

15. Suspension of Rules of Procedure

These Rules of Procedure may be suspended only as follows:

- A. Rules Eligible for Suspension. Rules 1, 2, 5, 6, 9(A), 10 (except for Rule 10(A)(iii)), 11, and 12 may be suspended.
- B. Procedure to Suspend, Generally. Any Rule eligible for suspension may be suspended by a majority plus one vote of the Authority members. The motion to suspend a rule may be made by any Authority member. Upon a proper second, the motion may be discussed and voted on. The effect of the motion to suspend a rule, if approved, is to make that rule inapplicable to the matter before the Authority.
- C. Suspension of Rules Pertaining to Motions When Uncertainty as to Status or Effect. If one or more motions have been made on a matter, and there is uncertainty as to the status or effect of any pending motions or how the Authority is to proceed at that point, the Authority may, by a majority vote of the Authority members, suspend the rules in Rule 6 for the sole purpose of canceling any pending motions and to permit a new motion to be made. The motion to suspend a rule pertaining to any pending motions may be made by any Authority member. Upon a proper second, the motion may be discussed and voted on.
- D. Limitation on Effect of Suspension. The Authority's approval of a motion to suspend one or more Rules shall not permit the Authority to act in violation of a requirement mandated by the Code of Virginia, the Constitution of Virginia, or any other applicable law.

DRAFT Minutes

(Adopted 12-20-2017; Readopted 8-22-2018; Amended 2-27-2019; Amended and Readopted 8-202019; Amended and Readopted 8-26-2020; Amended and Readopted 8-25-2021; Amended and Readopted 8-24-2022).

I, Bucky Walsh, do hereby certify that the foregoing Rules of Procedure were amended and readopted as written above by the Albemarle Broadband Authority upon proper notice and motion by a vote of 6 to 0 at the Annual Meeting of the Authority held on 24 August 2022.

Bucky | Walsh
Chair