

**GREATER AUSTIN AREA TELECOMMUNICATIONS
NETWORK (GAATN)
INTERLOCAL AGENCY**

**625 East 10th Street, 6th Floor
Austin, Texas 78701**

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
MEETING HELD January 12, 2009
Lower Colorado River Authority
Redbud Center Building, Room 108S
3701 Lake Austin Blvd**

Agenda Item No. 1:

The meeting was called to order by Vice-Chairman Wayne Wedemeyer at 1:30 p.m.

The following Board members announced as present at the start of the meeting:

Wayne Wedemeyer on behalf of the University of Texas
Paul Hoppingardner, on behalf of the City of Austin
Tom Lott, on behalf of the Lower Colorado River Authority
Brian Kunz, on behalf of the Lower Colorado River Authority
John House, on behalf of the University of Texas
John Kohlmorgan, on behalf of Austin Independent School District
Dave Kelly, on behalf of the State of Texas
Dain Herbat, on behalf of Travis County

GAATN Personnel present at the start of the meeting:

Russ Rumney, City of Austin
Joe Saunders, City of Austin
Bill Bennett, City of Austin/GAATN
Syd Falk, GAATN Attorney
Martha Krischke, City of Austin

Guests:

Cory Brymer, Titus Systems, LP d/b/a Co Com Cabling Systems
Jeff Phipps, Titus Systems, LP d/b/a Co Com Cabling Systems

Agenda Item No. 2:

Citizen Communication

There were no citizen communications.

Agenda Item No. 3:

Approval of the Minutes for:

A. Regular Board Meeting December 1, 2008

Tom Lott made the motion to approve the Board minutes for the December 1, 2008 Board meeting, as amended. The motion was seconded by John Kohlmorgan and passed by a unanimous vote.

B. Special Board Meeting November 19, 2008

Dain Herbat made the motion to approve the Board minutes for the November 19, 2008 Board meeting. The motion was seconded by Martha Krischke and passed by a unanimous vote.

C. Special Board Meeting December 17, 2008

John House made the motion to approve the Board minutes for the December 17, 2008 Board meeting, as amended. The motion was seconded by Dain Herbat and passed by a unanimous vote.

Agenda Item No. 4:

Discussion and possible action regarding the Board Chairperson Update.

A. Insurance coverage issues (general liability, property, automobile, D & O

Paul Hopingardner said that he had talked to COA's Risk Manager and to Curt Krill, the AISD Risk Manager, and that they were in general agreement that these types of insurance were desirable. Paul handed out a quote from Texas Municipal League (TML) for the board to discuss. After discussing the TML document, it appears that the Board agrees that General Liability, Business Auto Liability, and Public Officials D & O insurance are desirable for GAATN, at a cost of approximately \$ 5873 per year. The amounts quoted by TML are quite competitive – probably more reasonable than we could expect from private insurance carriers (estimated cost \$ 40-50,000 /yr.), such as the Gammon agency. It is uncertain whether AISD's purchasing department will advise the Board not to purchase the TML insurance without going through the RFP process.

Vice-Chairman Wedemeyer voiced his support for GAATN to obtain this additional insurance coverage and the other Board members were in general agreement. Syd Falk explained the usage of the three types of insurance and advised the Board to answer the outstanding questions before going further. The Network Manager will do further research on this matter before the next meeting, and seek a recommendation from AISD's purchasing department on what is needed to complete the purchase of the insurance package.

B. Status of the cancellation of the contract with One Call Concepts, Inc.

Paul Hopingardner and Syd Falk have been in contact with One Call Concepts (OCC) and even though they understand GAATN's position, they have referred the matter to their legal department. Syd explained that OCC does not seem to fully understand the requirement of public entities to periodically go through the RFP bidding process. Wayne Wedemeyer asked that we suspend this discussion and move on to the next item on the agenda.

C. Ratify the award of the GAATN Fiber Maintenance Contract (BCM09-01)

At Wayne Wedemeyer's suggestion, John Kohlmorgan moved to ratify the award of the GAATN Fiber Maintenance Contract which was originally passed at the meeting of December 17, 2008. Paul Hopingardner seconded the motion. Syd Falk explained that he suggested the ratification today (of the items passed last month) because of uncertainties regarding the effectiveness of the posting last month. Therefore, out of an abundance of caution, he asked the Board to ratify today the prior award of the Maintenance contract to Titus, as well as to ratify the other actions taken last month. The motion then passed unanimously. Wayne then asked that we bypass item D. for the moment and move to item E.

E. Ratify the approval of Travis County’s request to add a node on A2N, which passed on 12-17-2008;

Under the same justification as described in item C., John Kohlmorgan moved to ratify Travis County’s request to add a node on A2N, which had passed on December 17, 2008. Dave Kelly seconded the motion and it passed unanimously.

F. Ratify the approval of AISD’s request to add a node on SRS at the XO building, which passed on 12-17-2008;

Under the same justification as described in item C., Paul Hopingardner moved to ratify AISD’s request to add a node on SRS, which had passed on December 17, 2008. Dave Kelly seconded the motion and it passed unanimously.

At 2:21 pm, Vice-Chairman Wedemeyer requested to adjourn for closed session, under one or more of Tex. Gov’t Code sections 551.071, 551.072, 551.074, and/or 551.076, to seek legal advise about pending, anticipated or contemplated litigation concerning:

- A. Construction, equipment, and product warranty claims;
- B. Damage to GAATN fiber optic cables, equipment, hardware, and other property;
- C. Contractual, tort or other legal or equitable claims by or against GAATN; or
- D. The procedures and operations of the Board or the organization;
- E. GAATN Management and Operation

and/or to consider matters concerning:

- F. Real property purchase, exchange, lease, easements or value;
- G. Personnel;
- H. Security devices, security personnel or security procedures or protocols; or
- I. Issues involving GAATN physical plant detail made confidential by law.

Reconvene at 3:09 pm for discussion and actions, if any, on matters considered in closed session. There was nothing to discuss. The meeting moved back to item D on the agenda.

D. Status of and possible action concerning contractor's execution of GAATN Maintenance Contract and compliance with insurance and bonding requirements;

Syd Falk explained that he put this item on the agenda to clarify the size of bond that Titus needs to execute to satisfy the needs of the new maintenance contract. Further he said that the contract (face amount \$ 299,000) contains language from the RFP, which mentions another estimated value, \$ 500,000. A bond in the amount of \$ 299,000, would cost GAATN \$ 5480/year, while coverage of \$ 500,000 would cost \$ 8,500. After considerable discussion, the consensus of opinion favored a larger bond, in the amount of \$ 1,000,000, at a cost of approximately \$ 15,000 per year. John Kohlmorgan moved to have Titus Systems LP get a bond for the maintenance contract in the amount of \$ 1,000,000 (for the first year), at a cost not to exceed \$ 15,000. The motion was seconded by Dave Kelly and passed unanimously. Jeff Phipps pointed out his understanding that any unused bond level would be refundable and that he would apply for that refund on behalf of GAATN, if necessary.

G. Review and concur with Interlocal language regarding GAATN’s network expansion process, emphasizing the inclusion of Agency analysis on any proposed addition to determine effect on allowed expansion right-of-way mileage, first passed on 12-17-2008;

Martha Krischke explained that the Interlocal Agreement describes how this process should happen but that GAATN members have been bypassing some of the stipulations regarding this

process. Referring to the handout regarding expansion from the Interlocal Agreement, she said that approximately 37 miles of the original 50 expansion miles have been used. This leaves about 13 miles remaining of the original 50 miles. There is an additional 50 miles allowance available after the first 50 miles are expended. Additional discussion and questions followed from several Board members. Russ Rumney requested that a summary flow chart of this process be created to further explain this process and Martha said that it could be done.

H. Ratify the Release on Damage Claim to facilitate GAATN's settlement with H.L. Chapman Pipeline Construction, Inc., which passed on 12-17-2008;

Under the same justification as described in item C., Paul Hopingardner moved to ratify the damage settlement with H.L. Chapman Pipeline Construction, Inc., which had passed on December 17, 2008. Dave Kelly seconded the motion and it passed unanimously without discussion.

I. Discuss and review the SM & P underground fiber locate contract to consider options for extension through January 27, 2010.

Wayne Wedemeyer stated that he was directing the GAATN attorney and the Network Manager to contact SM & P's representative to further discuss the status of this contract and be sure SM & P understand GAATN's position. They will reporting back to the board, so no further action is required at this time.

Agenda Item No. 5:

Executive Session:

There was no need for further Executive Session, so the Vice- Chairman moved on to Item 6.

Agenda Item No. 6:

Discussion and possible action regarding the financial report and current fiscal year budget issues.

John Kohlmorgan distributed the November 2008 Budget Report, and described that the current COA payment had not yet been received. Paul Hopingardner explained that the payment is currently in COA's legal department. The report was considered, without any other financial report related questions.

Agenda Item No. 7:

Discussion and possible action regarding the Technical Subcommittee Update.

A Status of Bentley CAD data conversion – Phases 1 & 2 – with Advance One.

John Kohlmorgan deferred to Russ Rumney who described that he had instructed Titus Systems to produce a proposal to implement Phases 1 & 2 of the Advance One plan, and including the costs previously quoted by Advance One. Russ said that the Technical Subcommittee had judged that the Advance One plan was a good thing to invest in, so he had pushed Phase 1 of the project forward. At a later date, Phase 2 would be considered.

The Titus proposal will include, in addition to Phase 1, a 10% management fee for Titus (total of \$ 24,686), plus a contingency fee to cover undefined field verification and validation.

Cory Brymer further explained that he had quoted the contingency two ways; first with 100 hours of field work (\$ 4,850), and secondly with 200 hours (\$ 9,700). After further board discussion, John Kohlmorgan moved to accept the Titus proposal for Phase 1 of Advance One plan, plus the contingency of 100 hours of field work by Titus at a cost not to exceed \$ 30,000. Paul Hopingardner seconded the motion and it passed unanimously. John Kohlmorgan noted

that if we need to add on the second 100 hours, it could be done quite easily. Russ Rumney stated that he would notify Titus tomorrow to start forward with this project.

B. Status of the negotiations of the Moves, Adds and Changes (MAC) RFP contract award, and possible action to award contract.

Syd Falk said that he has drafted a proposed contract, which he distributed, that is very similar to the Maintenance contract. He said that although much of the contract is boilerplate, he wished to review a few of the important points. First, this contract does not contain a specific percentage for the top ranked bidder. Second, this contract calls for bonding on a project-by-project basis. Also, Wayne Wedemeyer suggested that the provider(s) will be expected to coordinate with the Maintenance contractor to gain access to “backbone” rings. The contract will be modified to include this point.

At Russ Rumney’s suggestion, and after further discussion regarding item 1.4, the word “estimate” will be replaced with “quote” to make the proposals binding. Other similar references to “estimates” will be re-drafted in similar fashion. Also, it was agreed that the base amount of the contract, \$ 1000 per annum, should be paid at the beginning of each contract fiscal year. After further discussion on how to structure the bonding of the MAC contractor(s), it was decided that Syd would give it further thought – possibly structuring something similar to the Maintenance Contract (4-D above).

John Kohlmorgan suggested that we should negotiate with contractors A, B & C to assure that we pay similar prices for similar work performed. John said that he had already done the comparisons and had the figures available at his office. Wayne Wedemeyer and others expressed general agreement with this approach and indicated negotiations should continue.

At 4:23 pm, John House moved to extend the meeting until 5:00 pm. The motion was seconded by Paul Hopingardner and passed unanimously.

C. Status of the new SLA draft.

Russ Rumney described that he had been having further discussions with COA’s legal representative, Tamara Kirk, who had provided several revisions. Further, Russ said that he hoped to have a new draft (Version 4) ready to present to the February 18th Technical Subcommittee meeting. After the February presentation, Russ hopes to bring the revised draft to the Board in March. After further discussion, Russ said that he would try to speed up the process with the legal department in hopes of bringing the latest draft out sooner.

D. Status of the Self Support Fiber Replacement Plan for 2009.

Martha Krischke explained that the budget handout contained information regarding current expenditures as well as planned expenditures for the Self-Support projects in detail. Some of the projects will be split between the current budget year and the FY 2010 budget.

Agenda Item No. 8:

Discussion and possible action regarding the Network Manager's Update. This item may necessitate an executive session due to protection provided by Government Code 551.076. This will be at the discretion of the Chairperson.

A. Any existing network operations, repairs, or maintenance issues, including any that have occurred since the last Board meeting.

Russ Rumney described the status of current repairs (little is open), and stated that he is addressing (with other City departments) the problem of GAATN manholes being paved-over.

He further stated that avoidance is the best solution, and that he is working toward achieving that.

B. Preliminary GAATN 2010 Budget work session.

Russ Rumney asked Martha Krischke to discuss this item. Martha outlined that according to the Interlocal Agreement, the 2010 budget must be approved by March 1, 2009. Therefore, she has planned today's discussion with the intent to do preliminary work today and at the Technical Subcommittee meeting, and thus be in the position, at the February 2nd Board Meeting, to move to Final Approval of the 2010 Budget.

i. Line Item Amounts

Martha said that all categories are subject to the current philosophy of the Board. With that in mind, the line item amounts have been held flat wherever feasible. There was general agreement that in view of the prevailing economic conditions, it is best to try to hold the budget flat at \$ 2.1 million, the same as the 2008 and the 2009 level.

ii. Fund Balance Amount

John Kohlmorgan reiterated that we should not use the Fund Balance as part of the budget, but if it becomes desirable to do unscheduled capital improvement projects near FY's end, we could perhaps use part of it by special Board action. Russ said that after making the adjustments just discussed, he would distribute the modified Budget to the Board by E-mail.

C. Open Meetings Act requirements for meeting posting.

Russ Rumney described how we have been posting at Travis County courthouse as well as at AISD's office. Syd Falk added that he still has some investigation to do on this subject. Martha Krischke said that we are proposing to have a "Soft" deadline at noon on the Thursday before each Board meeting – then followed by the "Hard" deadline of 10:00 AM the next day, Friday. It would be helpful if all participants would respond that they had received the agenda, read it, and would be responding within the deadlines.

Russ Rumney and Paul Hopingardner explained that often revisions have been coming in at noon or after, when Bill Bennett had already concluded posting at the court house.

Agenda Item No.9:

Confirm date, time, and location for the next regular Board meeting as February 2, 2009 at 1:30 p.m. at LCRA.

Tom Lott announced that for the balance of 2009, we have the Redbud Building, room 108N, scheduled for this meeting. The meeting adjourned at 5:00 PM.

**GREATER AUSTIN AREA TELECOMMUNICATIONS
NETWORK (GAATN)
INTERLOCAL AGENCY**

**625 East 10th Street, 6th Floor
Austin, Texas 78701**

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
MEETING HELD February 2, 2009
Lower Colorado River Authority
Redbud Center Building, Room 108N
3701 Lake Austin Blvd**

Agenda Item No. 1:

The meeting was called to order by Chairman Gray Salada at 1:35 p.m.

The following Board members announced as present at the start of the meeting:

Gray Salada, on behalf of Austin Independent School District
Wayne Wedemeyer on behalf of the University of Texas
Paul Hopingardner, on behalf of the City of Austin
Tom Lott, on behalf of the Lower Colorado River Authority
John House, on behalf of the University of Texas
John Kohlmorgan, on behalf of Austin Independent School District
Dave Kelly, on behalf of the State of Texas
Dain Herbat, on behalf of Travis County

GAATN Personnel present at the start of the meeting:

Russ Rumney, City of Austin
Joe Saunders, City of Austin
Bill Bennett, City of Austin/GAATN
Syd Falk, GAATN Attorney
Martha Krischke, City of Austin

Guests:

Cory Brymer, Titus Systems, LP
Earbie Matheny, Titus Systems, LP

Agenda Item No. 2:

Citizen Communication

There were no citizen communications.

Agenda Item No. 3:

Approval of the Minutes for:

A. Regular Board Meeting January 12, 2009

Gray Salada made the motion to approve the Board minutes for the January 12, 2009 Board meeting, as amended. The motion was seconded by Wayne Wedemeyer and passed by a unanimous vote.

Agenda Item No. 4:

Discussion and possible action regarding the Board Chairperson Update.

A. Insurance coverage issues (general liability, property, automobile, D&O);

Paul Hopingardner explained that he is still researching this item with Jim Sessions of the purchasing department at AISD. It is their opinion that Texas Municipal League (TML) insurance may be an easy vendor to use, since this type of insurance is likely to be single source. Mr. Sessions indicated that at most, it may be necessary to support the purchase with two or three informal quotes. Syd Falk said he might be able to help out by determining whether the Texas municipal league is an inter-local agency or not.

Paul will continue to work with both risk managers (COA & AISD), as well as William Gammon, and bring his recommendations back to the Board, to determine the optimal way to purchase this insurance.

B. Status of and possible action regarding the legal discussions concerning cancellation of the contract with One Call Concepts, Inc.;

Bill Bennett reported that Syd Falk had been negotiating with One Call Concepts, Inc., and that Mr. Ruddo, of One Call Concepts, has markedly changed his tone. Now, Ruddo says that he is eagerly looking forward to bidding on GAATN's upcoming RFP. The AISD purchasing department is now working on re-releasing the RFP for notification services.

C. Review and consider options for resolving issues with SM & P, and possible action regarding extension or interim replacement of the underground fiber locate contract;

Syd Falk led the discussion concerning SM & P's desire to re-negotiate the contract based on a \$10.50 per locate cost plus an escalator clause that would allow annual increases based on a nationally published statistical index, such as the Cost of Living. Bill Bennett mentioned that he had instructed Mr. Edward Dubuc (of SM & P) that he would be hearing back from GAATN shortly after today's meeting, since any change required Board action. Also, it might be the case that SM & P is a sole source provider of locate services in the Austin area. Syd will check with AISD's Mark Rogers, to verify this as fact.

Syd Falk said that since this is a vital service, and that SM & P may prove to be a sole source for locate services, it would be advisable for him to negotiate with Mr. Dubuc for a new interim contract of several months. After further discussions, the Board instructed Syd to proceed to negotiate the interim contract to extend this service on one of the following conditions:

- 1) If Sole Source status is determined, a One to Two Year contract, at a price not to exceed \$ 10.50 per locate, or,
- 2) Absent the sole source determination, a contract at a price not to exceed \$ 10.50 per locate, preferably on a Month-to-month basis, to carry GAATN forward until a new RFP is created.

In either case, an escalator clause is not acceptable.

At 2:07 pm, Chairman Salada requested to adjourn for closed session, under one or more of Tex. Gov't Code sections 551.071, 551.072, 551.074, and/or 551.076, to seek legal advice about pending, anticipated or contemplated litigation concerning:

- A. Construction, equipment, and product warranty claims;
- B. Damage to GAATN fiber optic cables, equipment, hardware, and other property;
- C. Contractual, tort or other legal or equitable claims by or against GAATN; or
- D. The procedures and operations of the Board or the organization;

E. GAATN Management and Operation

and/or to consider matters concerning:

- F. Real property purchase, exchange, lease, easements or value;
- G. Personnel;
- H. Security devices, security personnel or security procedures or protocols; or
- I. Issues involving GAATN physical plant detail made confidential by law.

Reconvene at 2:31 pm for discussion and actions, if any, on matters considered in closed session. The motion for Syd Falk to begin negotiations to make a new interim contract with SM & P, as previously discussed, was made by Wayne Wedemeyer and seconded by Dave Kelly. Specifically, Syd is to negotiate the interim contract with SM & P, to extend this service on one of the following conditions:

- 1) If Sole Source status is determined, a One to Two Year contract, at a price not to exceed \$ 10.50 per locate, or,
- 2) Absent the sole source determination, a contract at a price not to exceed \$ 10.50 per locate, preferably on a Month-to-month basis, to carry GAATN forward until a new RFP is created.

In either case, an escalator clause is not acceptable.

The motion passed unanimously.

D. Award of the Moves, Adds and Changes (MAC) RFP contract, including discussion of status of the negotiations for the contract and bonding issues.

Syd Falk described his recent negotiations with Titus Systems, who has been awarded the Maintenance portion of the contract. The question that has arisen in the Maintenance contract discussions is, “exactly what should be the terms of the performance bond (a pass through cost) that GAATN wishes for Titus to carry”. Syd further explained that what we discuss today regarding the bonding question will likely apply to both the Maintenance contract and the MAC contract.

After thorough discussion, Gray Salada moved that with regard to the Maintenance contract only, GAATN will instruct Titus Systems to only buy performance bond in the amount of \$ 299,000, which is to cover the 32 month duration of the Maintenance contract with an initial expenditure not to exceed \$ 15,000.00. It is understood that the Network Manager will keep a running total of the work performed under the contract, and the bond amount can be increased at any point (as needed), or at the end of each Fiscal Year. It is further understood that each time that the bonded amount is increased, the incremental cost shall be calculated at the original bond rate and with the original discount structure. Also, the monetary cost of each subsequent addition to the original bonded amount will be paid (and with Board approval) at the end of the 32 month period. The motion was seconded by Wayne Wedemeyer and passed unanimously.

With regard to the Moves, Adds and Changes (MAC) contract, and after discussions, Wayne Wedemeyer moved to award the primary position of the MAC contract to Titus Systems, as bid, without any guaranteed percentage of the work. Tom Lott seconded the motion and it passed unanimously. Additionally, Chairman Gray Salada instructed Syd Falk to begin negotiations with the second-ranked bidder (JC Communications) for the secondary position under the MAC contract, with the intent to create an agreement similar to that just completed with Titus Systems.

Agenda Item No. 5:

Executive Session:

At 3:18 pm, Chairman Salada requested to adjourn for closed session, under one or more of Tex. Gov't Code sections 551.071, 551.072, 551.074, and/or 551.076, to seek legal advise about pending, anticipated or contemplated litigation concerning:

- A. Construction, equipment, and product warranty claims;
- J. Damage to GAATN fiber optic cables, equipment, hardware, and other property;
- K. Contractual, tort or other legal or equitable claims by or against GAATN; or
- L. The procedures and operations of the Board or the organization;
- M. GAATN Management and Operation

and / or to consider matters concerning:

- N. Real property purchase, exchange, lease, easements or value;
- O. Personnel;
- P. Security devices, security personnel or security procedures or protocols; or
- Q. Issues involving GAATN physical plant detail made confidential by law.

Reconvene at 3:23 pm for discussion and actions, if any, on matters considered in closed session. Gray Salada moved that GAATN accept the offer of \$ 38,175.50 (87 % of our claim) from Skyline Forming Company, related to cable damage. Wayne Wedemeyer seconded the motion and it passed unanimously.

Agenda Item No. 6:

Discussion and possible action regarding the financial report and current fiscal year budget issues.

Gray Salada distributed the December 2008 Budget Report to all. Paul Hopingardner explained that the current COA payment is still stuck in the legal department due to COA's routine review of all interlocal agreements. Paul will be following up on this regularly. Also, Wayne Wedemeyer pointed out that legal expenses are somewhat over budget, for this time (1/3 of FY) of the year. Syd Falk explained that he expects for his efforts to slow during the next several months. There were no other financial report related questions.

Agenda Item No. 7:

Discussion and possible action regarding the Technical Subcommittee Update.

A. Status of the new SLA draft.

Tom Lott asked that this item be tabled until next month – there were no objections.

B. Review GAATN's network expansion process Flowchart

Tom Lott asked that this item be tabled until next month – there were no objections.

C. Status of the Self Support Fiber Replacement Plan for 2009.

Tom Lott asked that this item be tabled until next month – there were no objections.

D. Change of AISD's XO Building project to full GAATN participation

Tom Lott explained that the Tech Subcommittee had discussed and approved making AISD's planned node project at the XO Building a GAATN project. Tom moved for the XO Building project to become a joint GAATN project, at a cost of approximately \$ 127 to \$ 130 thousand dollars, with funds coming from the Unassigned Projects category of the budget. John Kohlmorgan seconded the motion and it passed unanimously with one abstention. UT abstained from the vote as they are not on the rings that are affected.

Tom Lott also passed out the preliminary SLA evaluation results for members to review. Then Tom passed out a schedule of 2009 meeting places/dates for both the Board and the Technical Subcommittee.

Finally, Tom Lott moved that GAATN members begin sharing the cost of refreshments for each Technical Subcommittee meeting. He had worked out an arrangement with John Kohlmorgan so that GAATN would be invoiced each month for the cost which shall not exceed \$ 50.00 per meeting. Wayne Wedemeyer seconded the motion and it passed unanimously.

Agenda Item No. 8:

Discussion and possible action regarding the Network Manager's Update. This item may necessitate an executive session due to protection provided by Government Code 551.076. This will be at the discretion of the Chairperson.

A. GAATN 2010 Budget Approval

Martha Krischke led the explanation of the 2010 budget noting that she had re-ordered some of the line items to group associated categories together. After further discussion, Tom Lott moved to approve the 2010 Budget in the amount of \$ 2,100,000, as is shown below. Paul Hopingardner seconded the motion and it passed unanimously.

Martha noted that the Holding Account balance is shown below the budget. Should the Board decide to undertake additional capital projects (or emergency projects), those funds are also available on a case-by-case basis. Wayne Wedemeyer suggested that the Board might want to start consideration of increasing the “Stated Goal” amount, in light of the emergencies that other Municipal governments have recently encountered. John Kohlmorgan commented that it seems better to state the Holding Account reserve balance as a Percentage of the capital value of GAATN – perhaps something like 10 % of total replacement value. There was general agreement with this concept, so Chairman Salada asked the Network Manager to develop some estimated current values (broken down as Aerial and Underground) of the entire GAATN network. He asked the Manager to come back with these estimates in one or two months, for further Board consideration.

2009/2010 Network Rights Percentages and Quarterly Entity Contributions

**Approved
02-02-2009**

approved	2010 NTWK RIGHTS	09/10 ANNUAL CONTRIBUTIONS
AUSTIN IND. SCHOOL DIST.	29.56%	\$620,780.31
CITY OF AUSTIN	22.03%	\$462,619.44
AUSTIN COMMUNITY COLLEGE	12.49%	\$262,354.85
TRAVIS COUNTY	12.79%	\$268,668.48
STATE OF TEXAS	12.84%	\$269,729.40
UNIVERSITY OF TEXAS	4.74%	\$99,611.76
LCRA	5.54%	\$116,235.77
TOTALS	100%	\$2,100,000.00

2009/2010 Forecasted Expenses

ITEM	Notes	FY 2010 APP'D
Ntwk Mgmt SLA		\$183,000.00
Travel		-
FICA		-
Health		-
Worker's Comp		-
Legal		\$90,000.00
Consultants		\$32,000.00
Continuing Fiber Contract-Mtce	contract rebid for 2009	\$300,000.00
Continuing Fiber Contract-MAC	contract rebid for 2009	\$5,000.00
Maintenance (labor only)		\$300,000.00
Teardown/Repair (labor only)		\$250,000.00
Material/Cable Reorder (Mtce/Repair only)		\$300,000.00
Capitol Improvements (for 2010, Tech Comm recom'd 2nd half of B1N, B2N)		
CIP Labor + misc material		\$215,000.00
CIP cable		\$100,000.00
One Call Fees, Billings		\$115,000.00
Reproduction		\$0.00
Common Equipment	Bentley conversion- Advantage 1 Ph2,3?	\$100,000.00
Supplies		\$0.00
Out of Town Travel		-
Insurance		\$100,000.00
Capital Outlay		-
Fees, Dues (SV, Pedernales)		\$10,000.00
PROPOSED BUDGET AMOUNT		\$ 2,100,000.00
		\$ -
Proposed Total Entity Contributions		\$ 2,100,000.00

Holding Account Balance Sept 1, 2008	\$ 1,429,463.84
Fund Balance Goal	\$ 800,000.00
Potential Contribution from Holding Account	\$ 629,463.84

B. Any existing network operations, repairs, or maintenance issues, including any that have occurred since the last Board meeting.

i. Review the Schedule of Bentley Phase One Implementation

Martha Krischke reported that they are still in the planning stages, with a meeting scheduled tentatively for the week of February 23rd. She will be reporting further when more details are known.

ii. Discuss Repair at Hwy. 71 and 973

Martha described this small tear-down (cost of approximately \$ 1000.00) is now being billed by Titus – splitting the cost in half between COA and GAATN.

iii. Update of Pending Claims

There is a claim involving a construction company that is moving slowly through the company's internal review and will then be passed to their legal counsel. At some point, we will get an official denial or (possibly) a settlement offer / negotiations.

C. Bond requirements and bond amounts and duration for the GAATN Maintenance contract.

Martha Krischke stated that Syd Falk had already covered this subject well, when it was discussed under 4D earlier in the meeting.

Agenda Item No.9:

Confirm date, time, and location for the next regular Board meeting as March 2, 2009 at 1:30 p.m. at LCRA.

The meeting adjourned at 4:17 PM.

**GREATER AUSTIN AREA TELECOMMUNICATIONS
NETWORK (GAATN)
INTERLOCAL AGENCY**

**625 East 10th Street, 6th Floor
Austin, Texas 78701**

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
MEETING HELD March 2, 2009
Lower Colorado River Authority
Redbud Center Building, Room 108N
3701 Lake Austin Blvd**

Agenda Item No. 1:

The meeting was called to order by Chairman Gray Salada at 1:35 p.m.

The following Board members announced as present at the start of the meeting:

Gray Salada, on behalf of Austin Independent School District
Wayne Wedemeyer, on behalf of the University of Texas
Paul Hopingardner, on behalf of the City of Austin
Tom Lott, on behalf of the Lower Colorado River Authority
John House, on behalf of the University of Texas
John Kohlmorgan, on behalf of Austin Independent School District
Dain Herbat, on behalf of Travis County

GAATN Personnel present at the start of the meeting:

Bill Bennett, City of Austin/GAATN
Syd Falk, GAATN Attorney
Martha Krischke, City of Austin

Guests:

Cory Brymer, Titus Systems, LP
Jeff Phipps, Titus Systems, LP
Heidi Cottingham, representing AT & T

Agenda Item No. 2:

Citizen Communication

There were no citizen communications.

Agenda Item No. 3:

Approval of the February 2, 2008 Minutes

Wayne Wedemeyer made the motion to approve the Board minutes for the February 2, 2009 Board meeting. The motion was seconded by Tom Lott and passed by a unanimous vote.

Agenda Item No. 4:

Discussion and possible action regarding the Board Chairperson Update.

A. Insurance coverage issues (general liability, property, automobile, D&O);

Paul Hopingardner reported that he was soliciting bids on the extra insurance coverage and he expects to have a summary for the board by the April meeting.

B. Status of the RFP for Utility Notification Services;

Bill Bennett reported that the RFP was progressing on schedule, referring to an E-mail handout from AISD. The handout showed that responses were due on March 4, 2009, and that bid evaluation was scheduled (by Brenda Dalton of AISD purchasing) for the week of March 9-13. If all goes according to AISD's schedule, the ranked (recommended) list of bidders will be available for approval at the April 6, 2009 Board Meeting.

C. Review and consider options for resolving issues with SM & P, and possible action regarding extension or interim replacement of the underground fiber locate contract;

Syd Falk said that he is continuing to negotiate with Mr. Edward Dubuc of SM & P, as well as discussing the matter with Mark Rogers, of AISD. The negotiations are progressing well and Syd has explained to Mr. Dubuc that he is trying to establish them as a Sole Source provider. Otherwise, we will need to go out for bids with an RFP. Mr. Dubuc continues to emphasize that they must seek the base price of \$ 10.50 per locate, as well as an escalator clause based on one of the common published indexes of inflation. Syd indicated that he wished to continue this discussion in executive session.

D. Review of the Holding Account – Its Current & Optimum Size;

Martha Krischke reviewed with the board an estimated Network Valuation spreadsheet, which she created, which compares the GAATN network's length and estimated value in 2009 to those used in 2002. The spreadsheet estimates that GAATN has increased in total value from \$ 12.5 million to \$ 22.1 million during that period.. Further, the value of the exposed aerial plant has increased from \$ 4.7 million to \$ 9.31 million. As a place to start discussion, Martha recommended keeping the Holding Account balance at approximately 10 % of the value of the exposed plant – which when rounded up, gives a rough estimate of \$ 1.0 million.

After quite a bit of discussion, Wayne Wedemeyer moved to increase the Holding Account (based on the 10% estimate of the value of the exposed plant) to \$ 1.0 million. The motion was seconded by Tom Lott and passed unanimously.

Further, Dain Herbat suggested that we create a policy document addressing the reasons we need to keep the Holding Account funds available for emergencies. After further discussion, Gray Salada asked Paul Hopingardner to begin the creation of a policy document for this purpose, and to attempt to have it ready for discussion at the next Technical Subcommittee meeting.

E. Status of the Secondary Moves, Adds and Changes (MAC) contract, including discussion of the negotiations for the contract and bonding issues;

Syd Falk said that he has been negotiating with Mike Ragain of JC Communications regarding the secondary MAC contract. As a basis for the negotiation, Syd created a duplicate of the primary MAC contract (with Titus) with appropriate changes of names, dates, etc. and has given that to Mr. Ragain. Mr. Ragain revealed to Syd that their bid amount was arrived at by adding up the value of the items (one of each) contained on their price sheet. Further, Mr. Ragain said that the amount (\$ 38K) was not what they intended to bid, and that they were interested in entering into a contract with GAATN that recovers (up-front) the cost of the bond required plus the individual contracted costs of the jobs they perform.

Agenda Item No. 5:

Executive Session:

At 2:27 pm, Chairman Salada requested to adjourn for closed session, under one or more of Tex. Gov't Code sections 551.071, 551.072, 551.074, and/or 551.076, to seek legal advise about pending, anticipated or contemplated litigation concerning:

- A. Construction, equipment, and product warranty claims;
- B. Damage to GAATN fiber optic cables, equipment, hardware, and other property;
- C. Contractual, tort or other legal or equitable claims by or against GAATN; or
- D. The procedures and operations of the Board or the organization;
- E. GAATN Management and Operation

and / or to consider matters concerning:

- F. Real property purchase, exchange, lease, easements or value;
- G. Personnel;
- H. Security devices, security personnel or security procedures or protocols; or
- I. Issues involving GAATN physical plant detail made confidential by law.

Reconvene at 2:56 pm for discussion and actions, if any, on matters considered in closed session. Syd Falk announced that Gray Salada would be signing the Skyline Forming Company settlement agreement for \$ 38,175.50.

Agenda Item No. 6:

Discussion and possible action regarding the financial report and current fiscal year budget issues.

Gray Salada distributed the January 2009 Budget Report to all. Paul Hopingardner mentioned that the COA payment is still stuck in the City's legal department, but that he felt that it should soon be paid, and that he would be following up on this regularly.

Also, since it was noted again that legal expenses were approaching the budgeted amount, Paul Hopingardner made the motion to increase the Legal Services budget amount by \$ 40,000.00, with the money coming from the Local Sources portion of the budget. The motion was seconded by Wayne Wedemeyer and passed unanimously. The adjusted amount for Legal Services is now \$ 90,000.00. There were no other financial report related questions.

Agenda Item No. 7:

Discussion and possible action regarding the Technical Subcommittee Update.

A. Status of the new SLA draft.

Before discussing the new SLA agreement draft, John Kohlmorgan mentioned that all had received the SLA 1st quarter 2009 Review document by email, and that he would like the responses to be transmitted directly to Tom Lott, no later than April 6, 2009.

Martha Krischke discussed the handout of the new SLA agreement draft, and that we would like all participants to examine it, mark it up, and return it to her. The goal is to get feedback (including each agency's legal, if desired) back to Martha, so that the edits can be discussed at the Technical Subcommittee meeting on March 25th.

John Kohlmorgan then discussed the possibility of connecting GAATN's B2N fiber to the Round Rock Independent School District's network. Gray Salada explained that if this connection to RRISD occurs, further expansion could ensue, since RRISD is connected to Leander ISD, Pflugerville ISD, ACC/Texas State University campus, and to the Texas A&M Medical

Center in Round Rock. The Network Manager was then asked to get a refresh on the quote for the B2N Expansion project and to enter into discussions with Ed Zaiontz of RRISD about possibilities.

B. Recommendation of and possible action on the William Cannon Bridge relocation;

Martha Krischke discussed this B1S relocation/repair project, which had been recommended by the last Technical Subcommittee meeting at a cost of \$ 42,444.30, using funds from the maintenance portion of the budget. After some discussion among board members, Wayne Wedemeyer moved to approve this project on B1S to Palm Elementary School, at a cost not to exceed \$ 42,500, using funds from the maintenance budget. The motion was seconded by John Kohlmorgan, and it passed unanimously.

C. Summary of the Self Support Fiber Replacement Plan for 2009, including splitting off of Section 5 as an emergency repair project;

Martha Krischke explained the self support plan, using a handout containing the overall plan as well as three proposals (sections 1,2,3 on B1N). The Technical Subcommittee has discussed these proposals and recommended to go ahead as soon as the new MAC contract is finalized, at a total cost of approximately \$ 146,000. As soon as the MAC contract is operational, the Network Manager must to move forward quickly with work on these three sections in order to finish them before the end of the FY.

Martha went on to explain the next item in the handout, B1N Section 5 near Travis County Precinct #2 offices on Burnet Road, north of Highway 183. This project is being done as an emergency repair (due to squirrel damage) and is authorized by the Network Manager. The splicing will start on March 3, 2009. Tom Lott suggested that the Board ratify this decision by the Network Manager at a subsequent meeting and Syd Falk concurred. It will be funded through the maintenance portion of the budget.

John Kohlmorgan announced that the next Technical Subcommittee has been rescheduled to March 25, 2009, at the LCRA Service Center on Montopolis Drive.

Agenda Item No. 8:

Discussion and possible action regarding the Network Manager's Update. This item may necessitate an executive session due to protection provided by Government Code 551.076. This will be at the discretion of the Chairperson.

A. Any existing network operations, repairs, or maintenance issues, including any that have occurred since the last Board meeting.

i. Update on Bentley Phase One Implementation

Martha Krischke described a meeting that was held with Advance.1 (AO) personnel in Georgetown, to discuss the Phase 1 conversion of GAATN as-built drawings to the Bentley format. The meeting went very well and AO has made quite a lot of progress in a relatively short time. Martha mentioned that they are adjusting the granularity of the maps to include all of Travis County and that with further adjustment the entire state could be included. AO is now ready to begin moving GAATN information into the Bentley map framework. Martha will continue to work with Austin Energy, Pedernales Co-op and Oncor to verify the correctness of their pole locations and all related GIS information. In general, the work that AO has done is very impressive at this point. The overall objective of this project is to allow all seven entities to become totally conversant with Bentley Fiber and to have access to updated and accurate plant information.

ii. Update of Pending Claims

Martha Kruschke reviewed the list of pending claims handout, pointing that the receipt of the check from Skyline Forming (approximately \$ 36,000) will remove that item from the list. Also, the third item, J.C. Evans Construction, seems to becoming more favorable to GAATN. If the J.C. Evans claim can be collected, that will bring conclusion to four of the six claims.

iii. Report on Pending Projects

Martha Kruschke briefly discussed the status of upcoming projects using a handout. The Huntland Drive to Reagan High School project will be put on the next Technical Subcommittee agenda for discussion. The item near Pickle Research Center will be spliced tomorrow.

The XO Building is still on hold.

The Manchaca Road redesign project has been discussed at the Technical Subcommittee and is pending redesign and re-quoting. It will be updated at the next meeting.

Wayne Wedemeyer and other members complimented Martha for her work as well as the attractive new background that she designed for the GAATN website.

B. No item.

Agenda Item No.9:

Confirm date, time, and location for the next regular Board meeting as April 6, 2009 at 1:30 p.m. at LCRA.

The meeting adjourned at 4:00 PM.

**GREATER AUSTIN AREA TELECOMMUNICATIONS
NETWORK (GAATN)
INTERLOCAL AGENCY**

**625 East 10th Street, 6th Floor
Austin, Texas 78701**

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
MEETING HELD April 6, 2009
Lower Colorado River Authority
Redbud Center Building, Room 108N
3701 Lake Austin Blvd**

Agenda Item No. 1:

Call to Order

The meeting was called to order by Chairman Gray Salada at 1:32 p.m.

The following Board members announced as present at the start of the meeting:

Gray Salada, on behalf of Austin Independent School District
Tom Lott, on behalf of the Lower Colorado River Authority
John House, on behalf of the University of Texas
John Kohlmorgan, on behalf of Austin Independent School District
Dain Herbat, on behalf of Travis County

GAATN and City Personnel present at the start of the meeting:

Russ Rumney, GAATN
Bill Bennett, City of Austin/GAATN
Syd Falk, GAATN Attorney
Martha Krischke, City of Austin
Joe Saunders, City of Austin

Guests:

Cory Brymer, Titus Systems, LP
Earbie Matheny, Titus Systems, LP
Douglas Meeks, TESS

Agenda Item No. 2:

Citizen Communication

There were no citizen communications.

Agenda Item No. 3:

Approval of the March 2, 2009 Minutes

Tom Lott made the motion to approve the Board minutes for the March 2, 2009 Board meeting.
The motion was seconded by Dain Herbat and passed by a unanimous vote.

Agenda Item No. 4:

Discussion and possible action regarding the Board Chairperson Update.

A. Insurance coverage issues (general liability, property, automobile, D&O);

Martha Krischke passed out a handout previously received from the Texas Municipal League, as well as a quotation from William Gammon Insurance (received in the last few days). It should be noted that the Gammon quote is similar to the one from TML, but not identical. Martha and Bill Bennett explained that they were unsure how comparable the two quotes were. Therefore, they recommended that both quotes be passed on to AISD's & COA's respective risk managers, for analysis & a recommendation to the Board. After quite a bit of discussion, the consensus of opinion was to follow Martha's recommendation by having AISD's or COA's Risk Manager available to talk to the Board – hopefully at the May meeting.

B. Review and consider options for resolving issues with SM & P, and possible action regarding extension or interim replacement of the underground fiber locate contract;

Syd Falk explained that while negotiating with Mr. Edward Dubuc (SM & P) he mentioned the necessity to go out for fresh bids via an RFP. Mr. Dubuc responded that rather than going that direction, his firm would like to renew the contract for one more year, with no change to the current price schedule or terms. In response to a question, Syd stated that GAATN could exercise up to two (one year) extensions, with mutual agreement, but he is doubtful that SM & P would want extend for the second year.

Further discussion ensued and Syd recounted that we have recently learned that Austin Energy put out an RFP in 2007 for Utility Locating Services and received 3 bids. Therefore, this service will no longer be considered Sole Source, as it had been previous to 2006 (last GAATN contract activity). John Kohlmorgan added that AISD's purchasing procedures would allow GAATN to "coat-tail" on to this COA contract, if the supplier agrees. Gray Salada moved that we approve the extension for one year (January 2009- January 2010) of the Underground Fiber Locate contract with SM & P, under identical terms (no price increase) and conditions as the 2006 contract. The motion was seconded by Tom Lott and it passed unanimously. Syd will move ahead with that contract extension at his earliest convenience.

C. Status of the Secondary Moves, Adds and Changes (MAC) contract, including discussion of the negotiations for the contract and bonding issues;

Syd Falk has continued negotiations with JC Communications and they are ready to enter into a contract, with similar structure to the primary contract with Titus, but with minor changes in some areas. In particular, JC's unit pricing from their proposal would be used, and they would submit a separate proposal for each job contemplated. JC would then receive individual approval before proceeding. Further, based on John Kohlmorgan's comparison of Titus versus JC Communications, the conclusion was that the small pricing differences were immaterial, and expected by the Board members. Also, Syd explained that there are still questions to be sorted out with respect to the bonding of whatever jobs that JC undertakes for GAATN. Syd requested that further discussion regarding the bonding issue, for both maintenance and MAC contracts, be pursued in executive session.

After considerable further discussions, Gray Salada made a motion to direct Syd Falk to move ahead with drafting a secondary Moves, Adds and Changes (MAC) contract with JC Communications using the primary MAC contract as a model. This secondary contract will have the same labor rates as the primary contract with Titus, but is expected to have different unit costs for fiber and other materials (due to the lower volume of work). This contract is expected to conclude at the same date as the primary contract. Tom Lott seconded the motion and it passed unanimously.

Agenda Item No. 5:

Executive Session:

At 2:11 pm, Chairman Salada requested to adjourn for closed session, under one or more of Tex. Gov't Code sections 551.071, 551.072, 551.074, and/or 551.076, to seek legal advise about pending, anticipated or contemplated litigation concerning:

- A. Construction, equipment, and product warranty claims;
- B. Damage to GAATN fiber optic cables, equipment, hardware, and other property;
- C. Contractual, tort or other legal or equitable claims by or against GAATN; or
- D. The procedures and operations of the Board or the organization;
- E. GAATN Management and Operation

and / or to consider matters concerning:

- F. Real property purchase, exchange, lease, easements or value;
- G. Personnel;
- H. Security devices, security personnel or security procedures or protocols; or
- I. Issues involving GAATN physical plant detail made confidential by law.

Reconvene at 2:48 pm for discussion and actions, if any, on matters considered in closed session. There was nothing to discuss.

Agenda Item No. 6:

Discussion and possible action regarding the financial report and current fiscal year budget issues.

Gray Salada distributed the January 2009 Budget Report. John Kohlmorgan announced that the COA payment had been received, but did not yet reflect on the report. Also, he mentioned that the adjusted amount for Legal Services is now \$ 90,000.00 and that a new (last) page has been added. The new page reflects the current Purchase Orders. There were no financial report related questions.

Agenda Item No. 7:

Discussion and possible action regarding the Technical Subcommittee Update.

A. Status of the new SLA draft.

Russ Rumney explained that his intention was to approach Syd Falk to draft a COA specific cover contract which would preface the detailed SLA document. With this document, he hopes to move forward and approach the City's attorney for final approval, then back for Board approval. Syd responded that he did not expect the preparation of such a document to consume a great deal of time, since the bulk of the detail is already included in the SLA and would not be repeated.

Russ went on to state that in order to finish the entire process by August 31, 2009, he hoped to have the completed document ready for City Council approval on June 18th, but that if necessary he could drop back to the July Council meeting. Furthermore, it was agreed to schedule a Special Board Meeting on April 15, 2009, to do further work on the SLA and possibly finalize it. This meeting will be at 11:00 am, prior to the regular Technical Subcommittee meeting.

B. Recommendation for the RFP for Utility Notification Services;

Tom Lott explained the handout which summarizes the Notification Services bidders' financial scores, as well as the technical evaluations made by four participants. The highest overall score of 98% (392 of 400 points) was attained by One Call Concepts, Inc. Martha Krischke explained that the main difference between respondents was due to the granularity of the each bidder's

locate grids, which influences the number of physical locate tickets that result. Further, Martha explained that the level of detail provided in response to the 27 scope-of-service questions varied significantly, providing another reason for differentiation. Bill Bennett explained that he personally checked out the professional recommendations (4 for each) of the bidders – as of today he has received 11 of the 12 replies, all being positive. He expects to speak with the last person within the next couple of days. Bill Bennett explained that after this approval today, he would deliver all the bid packages back to Brenda Dalton at AISD, along with the four evaluations. Tom Lott made a motion to direct AISD’s purchasing department to award the contract (one year plus two renewals) to One Call Concepts, Inc. based on the competitive bids received and the evaluations of the three bids by the participants. The motion was seconded by John Kohlmorgan and passed unanimously. After the final contract is prepared by AISD’s purchasing department and signed, the process will be complete.

C. Amend wording of Technical Committee Food Service Authorization

Tom Lott explained that he wished to amend the food service authorization clause (2-2-2009 meeting minutes) to call for a flat dollar amount per year reimbursement to LCRA for refreshments provided at all meetings. Tom Lott moved to amend that previous food service authorization from \$ 50.00 per meeting to \$ 1000.00 annually. The motion was seconded by John Kohlmorgan and passed unanimously.

D. Possible action on SRN Section Replacement

Martha Krischke described that this SRN section near Reagan High School is a bad plant condition due to lack of sufficient slack in the route. The situation is such that it is impossible to lower the splice case to ground level for access. Tom Lott mentioned that the Technical Subcommittee had voted to recommend this project for construction. The proposal and its work print were discussed and considered by the group. Tom Lott then moved to authorize this SRN repair project (about 7000’ in length) at a cost not to exceed \$ 38,000.00. The motion was seconded by John Kohlmorgan and passed unanimously.

E. Summary of the Self Support Fiber Replacement Plan for 2009, including splitting off of Section 5 as an emergency repair project;

Martha Krischke reviewed the handout for the Self Support Replacement Plan for 2009, particularly B1S, B2S, and B1N(parts # 1,2 and 3). She explained that Russ Rumney wanted to be absolutely sure the board approved proceeding on construction of these five projects in the current budget year. The reason Russ was concerned is that all five projects exceed the \$ 20K limit, and that the B1N self-support replacement project flows over into the next budget cycle (2009-2010). Martha confirmed that all five items were included in the current year’s budget. She also noted that the routing of the fiber on each of the projects would be optimized as much as possible. Tom Lott moved to reaffirm all five projects in an amount not to exceed \$ 140,000.00. The motion was seconded by John Kohlmorgan and passed unanimously.

F. Update Possible GAATN connection to RRISD

Martha Krischke described a 1.5 hour meeting that she & Russ Rumney had with Ed Zaiantz, Executive Director of Information Services, for Round Rock ISD. Martha described that Mr. Zaiantz was very open to and supportive of any kind of partnering with any GAATN members who are interested in expanding out into RRISD’s network area. However, RRISD is not interested in joining GAATN at this point.

Specifically, if UT or AISD are interested, Mr. Ziantz will be happy to help facilitate this. Since there are multiple school districts in the area as well as college campuses, there are many possibilities for extended global networking and making the Round Rock area more accessible. Martha feels that it is best to investigate this further at the Technical Subcommittee level.

G. Discuss and possible action on Draft Fund Balance Policy

The Board members read and discussed the Draft Fund Balance Policy handout, which Martha Krischke had authored and provided to each attendee. There was agreement that the policy looked good, so Gray Salada moved that the policy be approved as written. The motion was seconded by Dain Herbat and passed unanimously.

Agenda Item No. 8:

Discussion and possible action regarding the Network Manager's Update. This item may necessitate an executive session due to protection provided by Government Code 551.076. This will be at the discretion of the Chairperson.

A. Any existing network operations, repairs, or maintenance issues, including any that have occurred since the last Board meeting.

i. Update on Bentley Phase One Implementation

Martha Krischke said that a portion of B1N in Phase 1 is now being reviewed by Titus personnel and if there any significant problems, GAATN will get involved. If not Advance.1 will move on to complete B1N Phase 1. Hopefully, by the next Board meeting we will have a positive report on Phase 1, so that we can begin to consider moving on to Phase 2.

ii. Update of Pending Claims

No claims were discussed today.

iii. Report on Pending Projects

Martha Krischke briefly discussed the status of upcoming projects using a handout. Two large projects are looming; the Manchaca Road widening and the A2N - Waller Creek Tunnel project, both of which will require feasibility, planning and cost options developed for GAATN's consideration. These items will be discussed further at the Technical Subcommittee level.

B. No item.

Agenda Item No.9:

Confirm date, time, and location for the next regular Board meeting as May 4, 2009 at 1:30 p.m. at LCRA. There will also be a called Board work session on April 15, 2009 at 11:00 at LCRA Montopolis.

The meeting adjourned at 4:13 PM.

**GREATER AUSTIN AREA TELECOMMUNICATIONS
NETWORK (GAATN)
INTERLOCAL AGENCY**

1111 West 6th Street
Austin, Texas 78703-5399

**MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS
HELD April 15, 2009
Lower Colorado River Authority
LCRA Service Center, Room A502-3
3505 Montopolis Blvd.
Austin, Texas**

Agenda Item No. 1:

The meeting was called to order by Vice-Chairman Wayne Wedemeyer at 11:23 a.m.

The following Board members announced as present at the start of the meeting:

Tom Lott, on behalf of LCRA
Dain Herbat, on behalf of Travis County
Wayne Wedemeyer on behalf of the University of Texas
John House, on behalf of the University of Texas

The following Board members arrived during the meeting:

Gray Salada, behalf of Austin Independent School District
John Kohlmorgan, on behalf of Austin Independent School District
Dave Kelly, on behalf of the State of Texas

GAATN and City Personnel present at the start of the meeting:

Russ Rumney, GAATN
Bill Bennett, City of Austin/GAATN
Martha Krischke, City of Austin
Syd Falk, GAATN Attorney

Guests:

None

Agenda Item No. 2:

Citizen Communication

There were no citizen communications.

Agenda Item No. 3:

Consider and take possible action on the new Network Management SLA draft

Wayne Wedemeyer asked the Board members whether they wished to modify the order of the agenda, to which the answer was no: maintain the original order. At Tom Lott's suggestion, it was decided to proceed through the SLA handout page-by-page, making modifications section by

section. The members then worked through pages 1 to 5 of the draft discussing various changes to wording and eliminating repetitive or unnecessary clauses.

Wayne Wedemeyer announced that he wished to adjourn for executive session at 1:19 p.m., under one or more of Texas Government Code sections 551.071, 551.072, 551.074, and/or 551.076, to seek legal advice about any pending, anticipated or contemplated litigation concerning:

- A. construction, equipment, and product warranty claims;
- B. damage to GAATN fiber optic cables, equipment, hardware, and other property;
- C. contractual, tort or other claims by or against GAATN; or
- D. the procedures and operations of the Board or the organization;
- E. GAATN Management and Operation

and/or to consider matters concerning

- F. real property purchase, exchange, lease, easements or value;
- G. personnel matters;
- H. security devices, security personnel or security procedures or protocols; or
- I. issues involving GAATN physical plant detail made confidential by law.

The regular session reconvened at 2:12 p.m. for discussion and actions on matters considered in the closed session. There were no items from executive session to discuss further or to take action on, so open discussion continued. Gray Salada assumed the chair, and decided to temporarily suspend discussion of Item 3 and move to agenda item 4 at this time.

Agenda Item No. 4:

Consideration and possible action regarding possible appeal or other litigation action in First Citizens' Bank suit."

Wayne Wedemeyer moved to instruct Syd Falk to do whatever is necessary to file an appeal in the First Citizens Bank lawsuit, should this litigation be decided against GAATN with regard to the agency's claim of Sovereign Immunity. Gray Salada seconded the motion and it passed unanimously.

Agenda Item No. 5:

Consideration and possible action regarding storage and disposition of, and/or access to, computer disk drive images of former CoCom Cabling computers containing GAATN facility data, from Complete Communications Inc bankruptcy case."

Wayne Wedemeyer moved to instruct Syd Falk to seek confidentiality agreements with all parties involved in the storage and disposition of, and/or access to the computer disk drive images of the former CoCom Cabling computers containing GAATN facility data. The motion was seconded by Gray Salada and it passed unanimously.

The Board then continued the suspension of discussion of Item 3, taking a recess at 2:15 p.m. to consider certain items of today's regularly scheduled Technical Subcommittee meeting.

The Special Board meeting reconvened at 2:34 pm to continue discussion and possible action of Item 3 of the agenda.

Agenda Item No. 3 (continued):

The consideration and editing of the proposed SLA continued from page 5, with excellent participation by all Board Members present. At the conclusion of the discussion, and after covering all portions of the SLA, Martha Krischke said that she would incorporate all the edits that were discussed into a new version of the draft SLA, and send it out to all by E-mail for their review and response.

Agenda Item No.6:

Executive Session:

There was no further need for executive session today.

Agenda Item No. 7:

Confirm date, time, and location for the next regular Board meeting

The next (regular) Board meeting is on May 4, 2009, at the usual place and time, 1:30 p.m. in the Redbud Center Building, at LCRA on Lake Austin Blvd.

Final adjournment was at 4:34 pm.

**GREATER AUSTIN AREA TELECOMMUNICATIONS
NETWORK (GAATN)
INTERLOCAL AGENCY**

**1111 West 6th Street
Austin, Texas 78703-5399**

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
MEETING HELD May 4, 2009
Lower Colorado River Authority
Hancock Bldg, Board Conference Room
3700 Lake Austin Blvd**

Agenda Item No. 1:

Call to Order

The meeting was called to order by Chairman Gray Salada at 1:33 p.m.

The following Board members announced as present at the start of the meeting:

Gray Salada, on behalf of Austin Independent School District
Tom Lott, on behalf of the Lower Colorado River Authority
John House, on behalf of the University of Texas
Dain Herbat, on behalf of Travis County
Wayne Wedemeyer, on behalf of the University of Texas
Dave Kelly, on behalf of the State of Texas
Brian Kunz, on behalf of the Lower Colorado River Authority

GAATN & City of Austin Personnel present at the start of the meeting:

Russ Rumney, City of Austin/GAATN
Bill Bennett, City of Austin/GAATN
Syd Falk, GAATN Attorney
Martha Krischke, on behalf of City of Austin
Joe Saunders, City of Austin/GAATN

Guests:

Cory Brymer, Titus Systems, LP
Earbie Matheny, Titus Systems, LP

Agenda Item No. 2:

Citizen Communication

There were no citizen communications.

Agenda Item No. 3:

Approval of the April 6, 2009 Minutes and the April 15, 2009 Minutes

Tom Lott made the motion to approve the Board minutes for the April 6, 2009 Board meeting, as amended, and pending verification of the person making a motion. Tom's motion was seconded by Wayne Wedemeyer and passed by a unanimous vote. Tom Lott made the motion to approve the Board minutes for the April 15, 2009 Board meeting, as amended. The motion was seconded by Dain Herbat and passed by a unanimous vote.

Agenda Item No. 4:

Discussion and possible action regarding the Board Chairperson Update.

A. Insurance coverage issues (general liability, property, automobile, D&O);

Martha Krischke explained that there have been conversations with Carol Vance, COA's Risk Manager, in order to have her give a technical analysis of the four insurance proposals. However, Ms. Vance is uncomfortable with making a recommendation to the Board herself, so instead she wants to have representatives of the four insurance agencies make individual presentations to the Board. Also, Martha explained that the proposal from William Gammon is incomplete in two areas; (1) automobile coverage, and (2) general liability coverage; this is due to some concerns whether GAATN actually has "Sovereign Immunity" under Texas law. Mr. Gammon indicated that he might be able to quote these two items after the issue of GAATN's Sovereign Immunity is settled.

Martha recommended that a subset of the Board should listen to (and ask questions of) the insurance representatives, with the intent to narrow down and get a better understanding of the four offerings. Martha said that Paul Hopingardner preferred to move this to the Technical Subcommittee at the May 20, 2009 meeting. Then, after this closer examination of the four quotes, the Technical Subcommittee could come fourth with a recommendation to the full board.

Syd Falk suggested that his partner, Ms. Cathy Fryer, help with the analysis of the proposals and in the creation of questions to present to each insurance bidder. Syd explained that Cathy has prior insurance industry experience and that her current practice with the Bickerstaff firm is mostly related to insurance. After further discussion, it was agreed that the best approach is to get the four quotes transmitted to Cathy Fryer and to attempt having her and Ms. Carol Vance meet with the Technical Subcommittee on May 20, 2009. After this discussion at the Technical Subcommittee level, it will be decided whether it will be best to hear direct presentations from the four insurance providers.

B. Extension of the underground fiber locate contract with SM & P;

Syd Falk presented the completed contract with SM & P (that he has been negotiating) to Gray Salada for his signature. This contract contains a one year extension (through January 27, 2010) with the possibility of extending one more year, if both parties are agreeable. It was mentioned that after asking SM & P whether they are interested in exercising that second extension (through January 27 2011): if no, we will begin the RFP process for this service in late summer of 2009.

Three copies were signed and distributed. Bill Bennett was then asked to scan the original and transmit the electronic version to Syd Falk.

C. Secondary Moves, Adds and Changes (MAC) contract, including the bonding issues;

Syd Falk recounted that his negotiations with JC Communications has gone well and that they are anxious to finalize the contract to become GAATN's secondary MAC provider. The only issue to be resolved is bonding. The question is "what is the best way to handle Bonding for the MAC and Maintenance contract providers?". It is necessary to decide whether to require the contractors (both maintenance and MAC) to provide individual bonds for each job or a single bond to cover the work during the thirty-two month term of the actual contract. Past discussions have produced agreement that individual bonds are totally unwieldy, so a bond methodology to cover the entire contract period (32 months) is the desired way to go.

After extensive discussion without any clear conclusion, Gray Salada expressed his desire to have a bonding professional come to the next meeting to explain how bonding works and to answer our questions. Corey Brymer said that he would try to arrange this for the next board meeting.

D. Maintenance Contract bonding issues;

This issue was covered thoroughly under item C, so no further discussion was necessary.

E. First Citizens Bank lawsuit;

Syd Falk said that there was not been any decision from the court yet. Gray Salada said that he was hoping to be able to make some comparison of our possible liability (if any) to what it will cost us to appeal an adverse verdict. Syd said that he preferred to discuss this later in executive session. Gray said that he would like to conclude items 5 and 6 before beginning the executive session.

Agenda Item No. 5:

Review and possible action on the revised Service Level Agreement for Network Management (SLA) document;

Gray Salada expressed great admiration for the hard work performed at the Special Board Meeting of April 15th. Russ Rumney said that he had electronically distributed this latest version shortly after that work meeting, with the request that any other suggested changes be sent to him. There have been no further suggestions. If approved, Russ will be able to move the revised SLA forward to City Council approval.

Tom Lott moved to approve the draft SLA dated 4-29-2009, as currently revised, and the motion was seconded by Dain Herbat. The motion passed unanimously.

Agenda Item No. 6:

Review of and possible action on the Contract Document to accompany the revised SLA document.

Syd Falk distributed a draft of the contract. In answer to a question, Syd explained that SLA document just approved in Item 6, will be an attachment to this document we are now looking at. After some discussion, it was decided to modify the contract to automatically renew each year, for an additional one year term, unless one party notifies the other in writing, prior to March 15th of the current year. Syd will make several changes that were discussed, and bring the draft back to next month's meeting. He will also transmit electronic copies of the document to all Board members. Furthermore, the City of Austin's legal counsel will need to review this document before Board approval.

Agenda Item No. 7:

Executive Session:

At 3:37 pm, Chairman Salada requested to adjourn for closed session, under one or more of Tex. Gov't Code sections 551.071, 551.072, 551.074, and/or 551.076, to seek legal advise about pending, anticipated or contemplated litigation concerning:

- A. Construction, equipment, and product warranty claims;
- B. Damage to GAATN fiber optic cables, equipment, hardware, and other property;
- C. Contractual, tort or other legal or equitable claims by or against GAATN; or
- D. The procedures and operations of the Board or the organization;
- E. GAATN Management and Operation

and / or to consider matters concerning:

- F. Real property purchase, exchange, lease, easements or value;
- G. Personnel;
- H. Security devices, security personnel or security procedures or protocols; or
- I. Issues involving GAATN physical plant detail made confidential by law.

Reconvene at 4:17 pm for discussion and actions, if any, on matters considered in closed session. There was nothing further to discuss in open session, and no action was taken. Wayne Wedemeyer moved to extend the Board meeting by an additional thirty minutes. The motion was seconded by Gray Salada and passed unanimously.

Agenda Item No. 8:

Discussion and possible action regarding the financial report and current fiscal year budget issues.

Gray Salada distributed the March 2009 Budget Report. After examining the report, there were no financial report related questions.

Agenda Item No. 9:

Discussion and possible action regarding the Technical Subcommittee Update.

Tom Lott explained that the entire agenda of the last Technical Subcommittee had been tabled, except the request by Travis County (item 4C-f.), which related to avoiding all non-emergency maintenance during the upcoming General and Special Elections. There was no further discussion.

Agenda Item No. 10:

Discussion and possible action regarding the Network Manager's Update. This item may necessitate an executive session due to protection provided by Government Code 551.076. This will be at the discretion of the Chairperson.

A. Any existing network operations, repairs, or maintenance issues, including any that have occurred since the last Board meeting.

iii. Report on Pending Projects

This item was taken out-of-order, so Russ Rumney reported that there were no current jobs in progress and no segments at risk. The next planned job is May 11, 2009, so there should be no problems in abiding by Travis County's request. He reviewed the work schedule from the website with no questions.

i. Update on Bentley Phase One Implementation

Cory Brymer said that the Advance One project is still moving well and it will be reviewed further at the next Technical Subcommittee meeting.

ii. Update of Pending Claims

Russ Rumney reviewed the status of pending claims. Martha Krischke and Syd Falk went on to describe each claim, including its amount, and the estimated probability of GAATN prevailing in court.

At 4:34 pm, Chairman Salada requested to adjourn for closed session, under one or more of Tex. Gov't Code sections 551.071, 551.072, 551.074, and/or 551.076, to seek legal advise about pending, anticipated or contemplated litigation concerning:

- A. Construction, equipment, and product warranty claims;
- J. Damage to GAATN fiber optic cables, equipment, hardware, and other property;

- K. Contractual, tort or other legal or equitable claims by or against GAATN; or
- L. The procedures and operations of the Board or the organization;
- M. GAATN Management and Operation

and / or to consider matters concerning:

- N. Real property purchase, exchange, lease, easements or value;
- O. Personnel;
- P. Security devices, security personnel or security procedures or protocols; or
- Q. Issues involving GAATN physical plant detail made confidential by law.

Reconvene at 4:55 pm for discussion and actions, if any, on matters considered in closed session.
There was nothing further to discuss today.

B. No item.

Agenda Item No.11:

Confirm date, time, and location for the next regular Board meeting as June 1, 2009 at 1:30 p.m. at LCRA.

The meeting adjourned at 4:56 pm.

**GREATER AUSTIN AREA TELECOMMUNICATIONS
NETWORK INTERLOCAL AGENCY (GAATN)
1111 West 6th Street
Austin, Texas 78703-5399**

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
MEETING HELD June 1, 2009
Lower Colorado River Authority
Redbud Bldg, Room 108N
3700 Lake Austin Blvd**

Agenda Item No. 1:

Call to Order

The meeting was called to order by Vice-Chairman Wayne Wedemeyer at 1:30 p.m.

The following Board members announced as present at the start of the meeting:

Tom Lott, on behalf of the Lower Colorado River Authority
John House, on behalf of the University of Texas
Dain Herbat, on behalf of Travis County
Paul Hopingardner, on behalf of City of Austin
Wayne Wedemeyer, on behalf of the University of Texas
John Kohlmorgan, on behalf of Austin Independent School District
Brian Kunz, on behalf of the Lower Colorado River Authority

GAATN & City of Austin Personnel present at the start of the meeting:

Martha Krischke, City of Austin/GAATN
Russ Rumney, City of Austin/GAATN
Bill Bennett, City of Austin/GAATN
Syd Falk, GAATN Attorney
Joe Saunders, City of Austin/GAATN
Cathy Fryer, GAATN Attorney

Guests:

Cory Brymer, Titus Systems, LP
Earbie Matheny, Titus Systems, LP

Agenda Item No. 2:

Citizen Communication

There were no citizen communications.

Agenda Item No. 3:

Approval of the April 6, 2009 Minutes and the April 15, 2009 Minutes

Tom Lott made the motion to approve the Board minutes for the May 4, 2009 Board meeting as written and was seconded by Paul Hopingardner. The motion passed by a unanimous vote.

Agenda Item No. 4:

Discussion and possible action regarding the Board Chairperson Update.

Wayne Wedemeyer heard a request from Syd Falk to move Agenda Item 8A up on the Agenda. It was agreed to move to 8A as soon as Cathy Fryer arrived at the meeting.

A. Bonding issues for the Maintenance and Moves, Adds & Changes contracts;
Suspended due to the arrival of Ms. Fryer.

Agenda Item No. 8:

Discussion and possible action regarding the Technical Subcommittee Update.

A. Insurance coverage issues (general liability, property, automobile, D&O);

Cathy Fryer discussed the last Technical Subcommittee meeting that she attended (May 20, 2009) and the conclusions/recommendations that ensued from that meeting. The informal bids that were received by Carol Vance were not really comparable. Other than the Texas Municipal League, the other three insurance agents did not closely follow the specifications, quoting extra coverages such as cyber liability, etc. that they thought were appropriate.

Ms. Fryer recommended that the insurance be rebid using a formal RFP, covering Automobile, General Liability, and D & O insurance only. This would force all bidders to quote comparable products. Furthermore, she recommended that several requirements be added, such as

- (a) Provide the actual legal name of the insurance company bidding on the coverage.
- (b) Provide the A.M. Best rating for each insurance company submitting a bid.
- (c) State whether each of the insurance company(s) is an admitted carrier or not.
- (d) State the limit of liability under the General Liability policy limits for Products/Completed Operations.
- (e) Each of the coverages **must be bid separately, plus as a package**. If a company will only provide a package quote, it should so state.
- (f) All bidders shall attend a pre-bid conference.

Ms. Fryer also recommended that a subcommittee (2 or 3 members) of the Technical Subcommittee be appointed to examine the details of the draft RFP to insure a fair comparison of vendors. This special subcommittee should meet (and include Carol Vance) to determine the appropriate format for the RFP to require the bidders to quote (1) auto liability, (2) general liability, and (3) D & O liability. The Vice-Chairman suggested that the three members be Paul Hopingardner, Wayne Wedemeyer and Tom Lott and that they be assisted by Carol Vance and Bill Bennett.

Return to Agenda Item No. 4:

Discussion and possible action regarding the Board Chairperson Update.

A. Bonding issues for the Maintenance and Moves, Adds & Changes contracts;

Cory Brymer explained that he had spoken to the bonding company last week and that he believed that the questions & possible problems we have previously discussed have been resolved. GAATN (through Titus) will be able to add riders to the initial bond as needed, for each maintenance or MAC contract. Cory then proceeded to place a conference call to Titus' bonding agents, speaking to:

Todd Loehnert, Bond Manager of Wells Fargo Insurance Services
Paula Teague, of Wells Fargo Insurance Services
Tim Guest, Regional Bond Manager of CNA
Connie Shields, of CNA.

Extensive discussions ensued and several questions by Board members were answered. Essentially, when each bond's limit is nearly reached, a rider can be added to cover the anticipated next FY or whatever period is desired. The bond and all riders (also called change

orders) cover the entire period of the contract plus the one year warranty period. At the end of the contract period, any unused bond amounts will have their associated premiums refunded. Likewise, at the end of the contract, any overruns in work done (that had not been bonded), will be billed retroactively. All costs, both labor and materials, covered by each contract (maintenance & MAC) are covered by its respective bonding.

After the conference call ended, the Board continued to discuss how to proceed. The consensus was that the three contractors would be instructed to procure bonds approximately equal to the amount of business GAATN expects to do with that vendor. The Network Manager will identify these initial amounts for each vendor. There will be three bonds; one each for Maintenance, MAC vendor A, and MAC vendor B. The Network Manager is tasked with informing each vendor the approximate amount of work to be directed to them and the amount of bonding that will be needed.

B. Status of the Secondary Moves, Adds and Changes (MAC) contract, including the bonding issues;

Syd Falk reported that the secondary MAC contract with JC Communications has now been executed and he handed a signed copy to AISD and City of Austin personnel. Syd mentioned that JC Communications will need our guidance as how to structure their bond after the Board decides for certain how the Maintenance and primary MAC bonds are to be handled. He reiterated that these three bonds (maintenance, primary & secondary MAC) will need to be sized proportionately to reflect the monetary amount of work that each contract is expected to receive.

C. First Citizens Bank litigation;

Syd Falk recommended that these discussions be deferred to the Executive Session.

Agenda Item No. 5:

Review and possible action on the revised Service Level Agreement for Network Management (SLA) document;

Russ Rumney described how the base contract and its attached SLA agreement are being reviewed by COA legal staff and the “package” is on track to be approved by the Austin City Council at its meeting of June 18, 2009. Syd Falk brought attention to part of Item 5 – particularly to the phrase “and each GAATN participant”, in relation to whether this was appropriate. After considerable discussion, the Board agreed that the phrase was undesirable, and that Syd should strike out that phrase from the final document. John Kohlmorgan moved for the Board to approve the GAATN Services Agreement, subject to striking the phrase “and each GAATN participant,” from item 5 (and one corrected spelling error on page 5), as well as the SLA agreement. The motion was seconded by Dain Herbat and it passed unanimously.

Agenda Item No. 6:

Executive Session:

At 2:49 pm, Vice-Chairman Wedemeyer requested to adjourn for closed session, under one or more of Tex. Gov't Code sections 551.071, 551.072, 551.074, and/or 551.076, to seek legal advise about pending, anticipated or contemplated litigation concerning:

- A. Construction, equipment, and product warranty claims;
- B. Damage to GAATN fiber optic cables, equipment, hardware, and other property;
- C. Contractual, tort or other legal or equitable claims by or against GAATN; or
- D. The procedures and operations of the Board or the organization;
- E. GAATN Management and Operation

and / or to consider matters concerning:

- F. Real property purchase, exchange, lease, easements or value;
- G. Personnel;
- H. Security devices, security personnel or security procedures or protocols; or
- I. Issues involving GAATN physical plant detail made confidential by law.

Reconvene at 3:20 pm for discussion and actions, if any, on matters considered in closed session. There was nothing further to discuss in open session, and no action was taken.

Agenda Item No. 7:

Discussion and possible action regarding the financial report and current fiscal year budget issues.

John Kohlmorgan distributed the April 2009 Budget Report. After examining the report, there were no financial report related questions

Agenda Item No. 8:

Discussion and possible action regarding the Technical Subcommittee Update.

A. Insurance coverage issues (general liability, property, automobile, D&O);

Addressed previously in Agenda.

B. Manchaca Road Widening/Reroute Project;

Tom Lott explained that the Technical Subcommittee had recommended the approval of this project near Manchaca Elementary School. After discussing this project in detail, Dain Herbat moved to approve the project. The motion was seconded by Paul Hopingardner and it passed unanimously.

C. Damage on C1N at Loyola and Manor Road;

Tom Lott told the Board that the Technical Subcommittee has recommended approval of this rodent damaged cable replacement as a repair. After discussion, John Kohlmorgan moved for the approval, at a cost of \$ 31,309.90, and his motion was seconded by Dain Herbat. The motion passed unanimously.

D. Interlocal Expansion Flowchart;

Tom Lott and Martha Krischke showed and explained the latest version of this flowchart. Tom pointed out that the flowchart will clear up misunderstandings regarding the application of "expansion mileage". After brief discussion, the Board was in agreement that this chart would be very helpful in the future and complimented Martha for her efforts.

Agenda Item No. 9:

Discussion and possible action regarding the Network Manager's Update. This item may necessitate an executive session due to protection provided by Government Code 551.076. This will be at the discretion of the Chairperson.

A. Any existing network operations, repairs, or maintenance issues, including any that have occurred since the last Board Meeting;

i. Update of Pending Claims

No other pending claims to discuss, other than the C1N damage at Braker Lane and I-35.

ii. Report on Pending Projects

Russ Rumney reported that the next self support replacement project is scheduled to begin splicing on June 10, 2009.

B. C1N damage at Braker Ln. at I-35;

Russ Rumney described recently discovered damage on C1N at Braker Lane and I-35, which seems very likely to have been done by an adjacent utility, due to the position of the damage. The estimated cost is in the neighborhood of \$ 35- to \$ 40,000. Russ said that he has asked Syd Falk to generate a claim letter to the responsible utility for this damage. After discussions, Paul Hopingardner moved to approve the repair at a cost not to exceed \$ 40,000. The motion was seconded by John Kohlmorgan and passed unanimously.

At 3:40 pm, Vice-Chairman Wedemeyer requested to adjourn for closed session, under one or more of Tex. Gov't Code sections 551.071, 551.072, 551.074, and/or 551.076, to seek legal advise about pending, anticipated or contemplated litigation concerning:

- A. Construction, equipment, and product warranty claims;
- J. Damage to GAATN fiber optic cables, equipment, hardware, and other property;
- K. Contractual, tort or other legal or equitable claims by or against GAATN; or
- L. The procedures and operations of the Board or the organization;
- M. GAATN Management and Operation

and / or to consider matters concerning:

- N. Real property purchase, exchange, lease, easements or value;
- O. Personnel;
- P. Security devices, security personnel or security procedures or protocols; or
- Q. Issues involving GAATN physical plant detail made confidential by law.

Reconvene at 3:49 pm for discussion and actions, if any, on matters considered in closed session. There was nothing further to discuss today.

C. Network Management position;

Russ Rumney said that his request to fill the open position is beginning to move forward and he is hopeful to have it posted within a couple of months.

Agenda Item No. 10:

Confirm date, time, and location for the next regular Board meeting as July 13, 2009 at 1:30 p.m. at LCRA.

A. Add any agenda topics for next month.

1. Board Chair and Vice-Chair Elections

Vice-Chairman Wedemeyer mentioned that Board Chairman & Vice-Chairman elections will occur at the July meeting.

The meeting adjourned at 3:51 pm.

**GREATER AUSTIN AREA TELECOMMUNICATIONS
NETWORK INTERLOCAL AGENCY (GAATN)
1111 West 6th Street
Austin, Texas 78703-5399**

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
MEETING HELD July 13, 2009
Lower Colorado River Authority
Redbud Bldg, Room 108N
3700 Lake Austin Blvd**

Agenda Item No. 1:

Call to Order

The meeting was called to order by Chairman Gray Salada at 1:31 p.m.

The following Board members announced as present at the start of the meeting:

Gray Salada, on behalf of Austin Independent School District
Gary Weseman, on behalf of Austin Community College
Tom Lott, on behalf of the Lower Colorado River Authority
John House, on behalf of the University of Texas
Dain Herbat, on behalf of Travis County
Paul Hopingardner, on behalf of City of Austin

GAATN & City of Austin Personnel present at the start of the meeting:

Martha Krischke, City of Austin/GAATN
Bill Bennett, City of Austin/GAATN
Syd Falk, GAATN Attorney
Joe Saunders, City of Austin/GAATN

Guests:

Cory Brymer, Titus Systems, LP
Earbie Matheny, Titus Systems, LP

Agenda Item No. 2:

Citizen Communication

There were no citizen communications.

Agenda Item No. 3:

Approval of the June 1, 2009 Minutes and the April 15, 2009 Minutes

Tom Lott made the motion to approve the Board minutes for the June 1, 2009 Board meeting, as written, and was seconded by Paul Hopingardner. The motion passed by a unanimous vote.

Agenda Item No. 4:

Discussion and possible action regarding the Board Chairperson Update.

Chairman Gray Salada said he wanted to inform the Board that he and Paul Hopingardner have been discussing the possibility of using federal stimulus funds to accomplish two projects, both of which might be of interest to the GAATN participants. The two projects are (1) affordable broadband internet access for the citizenry of the Austin area, and (2)

the addition of a community data center to serve the Austin area. Furthermore, Gray said that Travis County and LCRA have expressed interest in these projects. Gray shared that he has scheduled a meeting at 3:00 pm tomorrow (7-14-2009) at the AISD complex on West 6th Street to discuss the community data center. The purpose of the meeting is to informally brainstorm ideas. Also, Gray mentioned that Travis County has expressed interest in establishing broadband internet access at their Eastside and Westside offices. The broadband project will be discussed at a separate meeting scheduled for 10:00 am tomorrow, also at the AISD complex on West 6th Street. All GAATN participants are invited to participate at either or both meetings.

A. Board Chair and Vice-Chair Elections;

Chairman Gray Salada opened the floor for nominations for the position of Chairman of the Board of GAATN. Tom Lott nominated Gray Salada to serve another single year term as Board Chairman. The motion was seconded by Paul Hopingardner. There were no other nominations. Gray Salada was elected unanimously.

Chairman Salada opened the floor for nominations for the position of Vice-Chairman of the Board of GAATN. Gray Salada nominated Wayne Wedemeyer to serve another single year term as Board Vice-Chairman. The motion was seconded by Paul Hopingardner. There were no other nominations. Wayne Wedemeyer was elected unanimously as Vice-Chairman.

B. First Citizens Bank litigation

Syd Falk reviewed the history of this litigation, in which GAATN has asserted its Sovereign Immunity in defense to the lawsuit. Syd recalled that Judge Scott Osmond heard the case, but died shortly before he was to render judgment.

The judge who replaced Judge Osmond looked over Judge Osmond's written notes and determined that Osmond had decided to rule in favor of GAATN, but had not yet signed the Order. Syd mentioned that there is a parallel case involving First Citizens Bank vs. AISD, which was also being considered by Judge Osmond at the same time.

After conferring with the opposing lawyer, Syd determined that it would be unwise for the new judge to rule on the case based only on Judge Osmond's not-quite-finalized decision. Syd then requested the new judge study and consider the briefs and pleadings from both sides that were before Judge Osmond before she decided the case. The new judge followed Syd's request, and subsequently decided the case in favor of GAATN.

Syd now has prepared the draft Order, which the judge will sign within a few days. Once the Order is signed and recorded at the court house, First Citizens Bank will have thirty days to file an appeal. Syd stated that it is his expectation that First Citizens Bank will appeal the decision.

C. Maintenance Contract and MAC contract bond issues

Martha Krischke explained that she and Russ Rumney have worked together with Cory Brymer to establish the amount of bond required for the Titus maintenance contract. Also, Titus' bond for their MAC contract is nearly finished. Both bonds will be dated to coincide with contract dates, even though it has taken a bit of time to settle the details.

With respect to the secondary contractor, JC Communications, the plan is to wait until the next FY (starting 9-1-2009) before awarding any work, and to establish their bonding. Martha explained that she wants to give JC Communications fairly uncomplicated jobs at

first, in the amount of approximately \$ 100,000, to give them a learning opportunity while minimizing the risk to the network.

D. Service Level Agreement with City of Austin

Martha Krischke and Syd Falk explained that there have been continuing negotiations with COA legal staff (Tamara Kurtz) regarding the SLA Agreement and its accompanying contract. The crux of the problem is that COA legal staff wants a release from all negligent liability clause in the agreement that pertains to all six separate GAATN entitles. Syd feels that this “hold harmless” issue is the only substantive one delaying the completion of the contract. Paul Hopingardner offered to call Tamara Kurtz to try to intercede and settle this issue.

Agenda Item No. 5:

Review of and possible action on the GAATN Service Agreement for Network Operations and Management Document (previously approved Service Level Agreement Document included as an attachment).

This item was tabled until the next Board meeting.

Agenda Item No. 6:

Executive Session:

At 2:11 pm, Chairman Salada requested to adjourn for closed session, under one or more of Tex. Gov't Code sections 551.071, 551.072, 551.074, and/or 551.076, to seek legal advise about pending, anticipated or contemplated litigation concerning:

- A. Construction, equipment, and product warranty claims;
- B. Damage to GAATN fiber optic cables, equipment, hardware, and other property;
- C. Contractual, tort or other legal or equitable claims by or against GAATN; or
- D. The procedures and operations of the Board or the organization;
- E. GAATN Management and Operation

and / or to consider matters concerning:

- F. Real property purchase, exchange, lease, easements or value;
- G. Personnel;
- H. Security devices, security personnel or security procedures or protocols; or
- I. Issues involving GAATN physical plant detail made confidential by law.

Reconvene at 2:15 pm for discussion and actions, if any, on matters considered in closed session. There was nothing further to discuss in open session, and no action was taken.

Agenda Item No. 7:

Discussion and possible action regarding the financial report and current fiscal year budget issues.

Gray Salada distributed the May 2009 Budget Report. After briefly examining the report, there were no financial report related questions.

Agenda Item No. 8:

Discussion and possible action regarding the Technical Subcommittee Update.

A. Waterloo Park Project

Tom Lott described the ongoing COA project to channel Waller Creek through the downtown area which will require GAATN to remove our fiber from Waterloo Park. The Tunnel project is a joint City/County endeavor funded by a Federal TIFF Grant, and is scheduled to begin construction in mid-2010. COA's legal department continues to

analyze GAATN's Interlocal Agreement to determine whether GAATN could expect to be reimbursed (approximately \$ 300,000) for the project. We are hoping to receive a decision from COA's legal department soon.

Martha Krischke explained that the withdrawal of Austin Energy from the project has placed GAATN into the lead role. GAATN does not wish to expend further funds without the assurance that we will be reimbursed from project funds. Depending on the answers we receive from COA's legal department, it may become necessary to get Syd Falk involved in the negotiations. Paul Hopingardner added that his understanding is that this may turn out to be a policy decision rather than a legal one.

B. Bentley Project ;

Tom Lott explained that the first phase is nearly complete based on the impressive demonstration that was presented at the Tech Subcommittee meeting. We are currently determining whether all of the features that we need have been included, before having Advanced.1 move on to Phase 2.

C. New Node for Austin Community College;

Tom Lott said that the Technical Subcommittee had recommended approval of ACC's request to add a new node on B2S, near the intersection of Smith School Road and Burleson Road. After brief discussion, John House moved to approve ACC's request for the new node at the Austin Fire Training Center on B2S. The motion was seconded by Dain Herbat and it passed unanimously.

Agenda Item No. 9:

Discussion and possible action regarding the Network Manager's Update. This item may necessitate an executive session due to protection provided by Government Code 551.076. This will be at the discretion of the Chairperson.

A. Any existing network operations, repairs, or maintenance issues, including any that have occurred since the last Board Meeting;

i. Update of Pending Claims

The detail of pending claims was not discussed today.

ii. Report on Pending Projects

Martha Krischke discussed several upcoming jobs using the On-going Joint Operations handout from the GAATN webpage. Several projects were reviewed, including the scheduling of squirrel damage on C1S at Ralph Alblanedo, C1N damage at Braker Lane, squirrel damage on C1N at Loyola & Manor Road, and the Manchaca Road widening along FM 1626.

Other notable activity that Martha highlighted were seven Joint Operations completed, as well as AISD's new node completed at Gorzycki Middle School. Of these items, four were of the teardown/mechanical damage type, with the balance being SS replacement.

Overall, Martha said that the last month has been very busy and that she expects the activity level to continue through August. Also, Martha invites all entites to share the details of any planned projects, so that she may add them to the listing.

Martha then discussed the spreadsheet showing Running Expenses (by account number) which she uses to keep track of each Budget balance. Martha then went on to the next handout, GAATN 2009 Damage Summary, which gives the dates, the known details, and costs of the various damages that have occurred in 2009.

iii. C1N Teardown of 6-26-09

This was discussed in part ii. above.

iv. SRN Damage 7-4-09

This was discussed in part ii. above.

v. B2S Damage 7-6-09

This was discussed in part ii. above.

Agenda Item No. 10:

Confirm date, time, and location for the next regular Board meeting as August 3, 2009 at 1:30 p.m. at LCRA.

A. Add any agenda topics for next month.

Gray Salada mentioned that he would be traveling on August 3, 2009, so he will miss the next meeting.

The meeting adjourned at 2:48 pm.

**GREATER AUSTIN AREA TELECOMMUNICATIONS
NETWORK INTERLOCAL AGENCY (GAATN)
1111 West 6th Street
Austin, Texas 78703-5399**

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
MEETING HELD August 3, 2009
Lower Colorado River Authority
Redbud Bldg, Room 108N
3700 Lake Austin Blvd**

Agenda Item No. 1:

Call to Order

The meeting was called to order by Vice-Chairman Wayne Wedemeyer at 1:31 p.m.

The following Board members announced as present at the start of the meeting:

Wayne Wedemeyer, on behalf of the University of Texas
Tom Lott, on behalf of the Lower Colorado River Authority
John House, on behalf of the University of Texas
Dain Herbat, on behalf of Travis County
Paul Hopingardner, on behalf of City of Austin
John Kohlmorgan, on behalf of Austin Independent School District

Joining the meeting in progress:

Dave Kelly, on behalf of the State of Texas

GAATN & City of Austin Personnel present at the start of the meeting:

Russ Rumney, City of Austin/GAATN
Martha Krischke, City of Austin/GAATN
Bill Bennett, City of Austin/GAATN
Syd Falk, GAATN Attorney

Guests:

Cory Brymer, Titus Systems, LP
Earbie Matheny, Titus Systems, LP

Agenda Item No. 2:

Citizen Communication

There were no citizen communications.

Agenda Item No. 3:

Approval of the Minutes for the Board Meeting of July 13, 2009

Tom Lott made the motion to approve the Board minutes for the July 13, 2009 Board meeting, as written, and was seconded by Paul Hopingardner. The motion passed by a unanimous vote.

Agenda Item No. 4:

Discussion and possible action regarding the Board Chairperson Update.

A. First Citizens Bank Litigation;

Syd Falk said that he has not yet received a signed final judgment order from the Judge commemorating his favorable ruling. Syd had been instructed by the court (as the prevailing party) to create the draft order in cooperation with the opposing counsel. After the signing and filing of the final judgment order, the bank will have 30 days to file their appeal, if they choose to do so. (Since the bank has asked for the court to make findings of fact and conclusions of law, the time frame is 90 days.)

Syd expects that the bank will appeal, based on their July 23, 2009 filing of a “Findings of Fact and Conclusions of Law” document with the court. Syd will draft proposed findings and conclusions as requested by the court, and if plaintiff objects to any of them or wants additional ones, anticipates there might be a hearing within the next few weeks where the judge will decide which proposed findings and conclusions to accept.

B. Maintenance Contract and MAC Contract bond issues

Russ Rumney explained that this matter is mostly closed out. The projected contract amounts for JC Communications and Titus have been determined for the remainder of FY 2009 and for FY 2010. Titus has already secured bonding for its Maintenance Contract (32 month) in the amount of \$797,333 and for its primary MAC Contract in the amount of \$1,000,000. Since we anticipate the secondary MAC contractor (JC Communications) to receive about \$60,000-100,000 in contract work for FY 2010, JC Communications will be asked to provide a bond in the amount of \$100,000. Both companies are in agreement with this arrangement.

After details have been worked out on exactly which work is to be assigned to JC Communications for FY 2010, Russ will provide John Kohlmorgan with copies of that data.

Agenda Item No. 5:

Review of and possible action on the GAATN Service Agreement for Network Operations and Management Document (previously approved Service Level Agreement Document included as an attachment).

Wayne Wedemeyer noted that since this subject has been discussed extensively in the past, the only remaining issue to be decided is section 11(g), the Public Information Act section. The City of Austin’s legal department has insisted on the removal of part of this clause that requires either party to notify the other party (in writing) upon the receipt of a GAATN-related Public Information Act request. Syd Falk spoke on various legal issues involved and explained his discussions with COA’s legal counsel, Tamara Kurtz, and the basis for her concern. Syd explained that he is not particularly concerned about the removal of this portion of section 11(g), because it is somewhat duplicative of the Texas Public Information Act provisions requiring notice to be given to third parties whose privacy or proprietary interests may be affected by a request.

After extensive discussions, Tom Lott moved to accept the amended GAATN Service Agreement for Network Operations and Management Document, as written, but with a few minor typographical corrections provided by Syd Falk. The motion was seconded by Dain Herbat and it passed unanimously. The amended document is to be brought to Gray Salada for signature, and finally to City Manager Marc Ott for his execution.

Agenda Item No. 6:

Executive Session:

There was no need for Executive Session today, so Vice-Chairman Wedemeyer moved on to Item 7.

Agenda Item No. 7:

Discussion and possible action regarding the financial report and current fiscal year budget issues.

John Kohlmorgan distributed the June 2009 Budget Report. After examining the report, there were no financial report-related questions.

Agenda Item No. 8:

Discussion and possible action regarding the Technical Subcommittee Update.

A. Bentley Project

Russ Rumney described the most recent meeting with Advanced.1, at which it was amply demonstrated that Phase 1 of the project is complete, at a total cost of \$24,686.20 (\$4,850.00 below the original estimate). The group seemed satisfied with the result and Tom Lott remarked that the Technical Subcommittee has recommended Board approval of Phase 1. John Kohlmorgan moved to accept the completion of Phase 1 of the Bentley Project and his motion was seconded by Dave Kelly. The motion passed unanimously.

Russ then moved on to explain the handout showing the estimated costs projected for Phase 2. Martha Krischke and Russ discussed that they are seeking approval to move ahead with Phase 2 with a cost limit of not-to-exceed \$75,000.00. After discussions, John Kohlmorgan moved to allow Phase 2 of the Bentley Project to move forward as discussed with the not-to-exceed cost of \$75,000.00. Paul Hopingardner seconded the motion and it passed unanimously. Russ remarked that the target date for completion of Phase 2 is 12-30-2009. Also, Russ told the Board that he will furnish members viewable (GoogleEarth/KMZ) copies of what has been completed so far, as soon as possible.

B. Waterloo Park Project

Martha Krischke reviewed the ongoing COA project to channel Waller Creek through the downtown area which will require GAATN to remove and relocate our fiber in Waterloo Park. The Tunnel project is a joint City/County endeavor funded by a development grant, and is scheduled to begin construction in April 2011. All utilities are required to be clear by then.

Russ Rumney explained that there is a copy of a proposal in the handout packet that identifies the preliminary engineering design work necessary for plan review and approval under the COA General Permit Program, at a proposed not-to-exceed cost of \$20,000.00. After discussion, Wayne Wedemeyer moved to approve this \$20,000.00 expenditure for the Waterloo Park relocation project and the motion was seconded by John Kohlmorgan. The motion passed unanimously. The money will come from the capital improvements portion of the FY 2009-2010 budget.

C. 2010 Projects Prioritization

Martha discussed the FY 2010-2011 Projects Prioritization spreadsheet and an attached detail sheet. Martha proposed moving up the C1N Self-Support re-build project and deferring the B2N expansion project to a future year. After further discussions, it was agreed to have the network manager elevate the Waterloo Park Project above all others in FY 2009-2010, and if additional funds are needed, it will come from Unidentified Projects or the Holding Account. The intention is to achieve the Waterloo Park project in a timely fashion (have construction scheduled for spring 2010), then move on to program cable replacement work as sufficient budget dollars remain.

Agenda Item No. 9:

Discussion and possible action on Bentley Phase 2 approval to proceed.

Already discussed in item 8-A.

Agenda Item No. 10:

Discussion and possible action on Engineering Work associated with the Waterloo Park Project.

Already discussed in item 8-B.

Agenda Item No. 11:

Possible action on revised 2010 Projects List.

Already discussed in item 8-C.

Agenda Item No. 12:

Discussion and possible action regarding the Network Manager's Update. This item may necessitate an executive session due to protection provided by Government Code 551.076. This will be at the discretion of the Chairperson.

A. Any existing network operations, repairs, or maintenance issues, including any that have occurred since the last Board Meeting;

i. Update of Pending Claims

Russ Rumney said that he has received a claims document from Travis County regarding the teardown by the dump truck at McKinney Falls Parkway and Burleson Road. Russ has signed the document and hopefully the claim for \$35,877.00 will be reimbursed within 3-5 months.

Also, the claim involving the Time Warner lasher damage is still outstanding, pending Russ receiving a written response from Time Warner. Once their response is received, we can decide what the next appropriate step might be.

ii. Report on Pending Projects

Nothing more was discussed today.

Agenda Item No. 13:

Confirm date, time, and location for the next regular Board meeting as September 14, 2009 at 1:30 p.m. at LCRA.

A. Add any agenda topics for next month.

The meeting adjourned at 3:18 pm.

**GREATER AUSTIN AREA TELECOMMUNICATIONS
NETWORK INTERLOCAL AGENCY (GAATN)
1111 West 6th Street
Austin, Texas 78703-5399**

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
MEETING HELD September 14, 2009
Lower Colorado River Authority
Redbud Bldg, Room 108N
3700 Lake Austin Blvd**

Agenda Item No. 1:

Call to Order

The meeting was called to order by Chairman Gray Salada at 1:35 p.m.

The following Board members announced as present at the start of the meeting:

Gray Salada, on behalf of Austin Independent School District
Wayne Wedemeyer, on behalf of the University of Texas
Tom Lott, on behalf of the Lower Colorado River Authority
John House, on behalf of the University of Texas
Dain Herbat, on behalf of Travis County
Paul Hopingardner, on behalf of City of Austin
Gary Weseman, on behalf of Austin Community College

GAATN & City of Austin Personnel present at the start of the meeting:

Russ Rumney, City of Austin/GAATN
Martha Krischke, City of Austin/GAATN
Bill Bennett, City of Austin/GAATN
Syd Falk, GAATN Attorney

Guests:

Cory Brymer, Titus Systems, LP

Agenda Item No. 2:

Citizen Communication

There were no citizen communications.

Agenda Item No. 3:

Approval of the Minutes for the Board Meeting of August 3, 2009

Dain Herbat made the motion to approve the Board minutes for the August 3, 2009 Board meeting, with changes. The motion was seconded by Wayne Wedemeyer and it passed by a unanimous vote.

Agenda Item No. 4:

Discussion and possible action regarding the Board Chairperson Update.

A. First Citizens Bank Litigation;

Syd Falk explained that he (as the PREVAILING Party's attorney) has finished the draft set of "Findings and Conclusions" (the order), and provided a copy to the plaintiff's counsel for review. Working with plaintiff's counsel, Syd plans to have the finalized draft order to the judge by the end of the week, September 18, 2009.

As Syd has told us in the past, he expects the bank to appeal, so he reviewed some of the mechanics of that process. He will likely participate in oral argument in front of the Appeals Court, although that is not certain. If that hearing results in a favorable ruling, his best guess is that there probably be a further appeal to the Texas Supreme Court. The Supreme Court may, or may not, accept the case. Syd said that he would provide the Board with an approximate schedule of these events, when the dates are available.

B. Discuss and finalize Property Insurance RFP proposals

Bill Bennett and Martha Krischke led the discussion of the merits of the two proposals that which have been received, using a handout. In general, the incumbent Gammon's proposal uses an insurance carrier, Allianz G & C (Fireman's Fund), which has higher S & P Rating (AA) and higher A.M. Best Rating(A+). The competing proposal, by Alamo Insurance (in San Antonio), uses the carrier Max America IC, which has ratings of BBB- and A-, respectively. The ensuing discussion of these ratings was somewhat uncertain, but generally we believe that Allianz (Fireman's Fund) is the stronger financially and also has a larger volume of insurance written worldwide.

Part of the discussion centered on determining the appropriate valuation levels for the network. Earlier in the year, the total replacement value of the network was calculated to be \$22,083,948. The exposed portion of the plant (exposed equals replacement on all of the aerial plant + all splicing + one half of the terminations) was calculated to be \$9,309,198. Current insurance coverage is for up to \$6 million per (peril) single occurrence—since this equates to two thirds of the exposed plant value, should we request the lower coverage limit of \$4.5 million per occurrence which would represent one half of the exposed plant value? How much difference would this make in the new policy premium level? Bill was then instructed to inquire if a second 30 day policy extension (thru Oct 31) would be possible from the incumbent insurance carrier and to request additional quotes from the respondents for the \$4.5 million per occurrence limit at \$50,000, \$75,000 and \$100,000 deductible levels. Depending on the extension status, consideration will continue either at the Tech Committee meeting on 9/21 or at the Board meeting on 10/5.

C. Extend Legal services contract

Martha Krischke explained that John Kohlmorgan had requested the Board approve the extension of the Legal Services contract for one year. Gary Weseman moved to extend the Legal Services one year and the motion was seconded by Wayne Wedemeyer. The motion passed unanimously. Syd Falk requested that the firm's name and new address are reflected in AISD's records – Martha assured him that this will be done and that the change has already been made on the GAATN website.

D. Travis County would like to discuss plans for a temporary data center location, and the possibility of partnering with other GAATN entities for construction of a long term data center.

Dain Herbat said that Travis County is actively looking for an Austin area site to lease a temporary data center (DC), to use for about 3-5 years, and with further plans to build a long term (25 year) DC. Dain mentioned that they were interested in using federal stimulus money if it became available, but even if it is not available, they would go ahead. Gray asked for a show of hands of those who would be interested in possibly partnering with Travis County on this project. All present at the meeting indicated a possible interest.

Wayne Wedemeyer mentioned that UT is looking for a similar facility that would be located about 30 miles from Austin, using a fiber ring to connect it. After further discussions, it was decided that the next step would be to convene a work group for all parties to make known their desires and requirements for a Data Center and to estimate costs, etc. Wayne mentioned that the cost structure at a small suburban town is very favorable, as compared to the Austin metro area. Paul Hopingardner mentioned that the availability of access to the electrical grid would also be an important factor. It was also mentioned, by Gray Salada, that the sharing of other services such as Human Resources, might also be considered by such a work group. Syd Falk said that he would research whether this project could be done under the GAATN interlocal partnership, or whether a separate organization would need to be formed.

Agenda Item No. 5:

Executive Session:

There was no need for Executive Session today.

Agenda Item No. 6:

Discussion and possible action regarding the financial report and current fiscal year budget issues.

Gray Salada distributed the July 2009 Budget Report. Martha Krischke pointed out that there is approximately \$ 600,000 that was budgeted for FY 2008-2009, but that remains unspent due to unavoidable delays. In the new budget year, 2009-2010, the board will have to use these funds as the unfinished projects are completed. After examining the report, there were no other financial report-related questions.

Agenda Item No. 7:

Discussion and possible action regarding the Technical Subcommittee Update.

A. B1N Repair - Bowling Green at Ohlen Rd.

Tom Lott explained that this repair is brought to the Board for final approval, in the amount of \$ 31,680.75. Tom moved to approve the project and the motion was seconded by Gary Weseman. The motion passed unanimously.

B. C1S Repair - Eberhart near Sunstrip

Martha Krischke discussed this tree trimming damage briefly, noting that it is also up for Board approval in the amount of \$ 42,630.10. Tom Lott moved to approve the project and the motion was seconded by Wayne Wedemeyer. The motion passed unanimously.

C. Waterloo Park Project

Tom Lott noted that the Waterloo Park Project (costing about \$ 350,000) is a primary determinant to item D, the 2010 Projects Prioritization, which follows. Martha Krischke told the group about a recent meeting with Time Warner (TW) to discuss the joint trench to skirt around Waterloo Park. At the meeting, it was generally agreed that GAATN would pay about 2/3 of the joint trench cost, with Time Warner paying about 1/3 of the cost. In response to a question, Martha explained that GAATN's larger share of the cost is a reflection of our need to place thick concrete cap and duct encasements, whereas TW is not required to use such heavy encasement and cap over the 4 ducts.

Martha said that further negotiations are scheduled and that more will be known after next month's Utility Coordination Committee meeting.

D. 2010 Projects Prioritization

There was no further discussion of Projects Prioritization today except that we will be finishing up the incompleated work from FY 2008-2009 and moving the funds from the holding account, as discussed earlier. This matter will be discussed at the next Board Meeting.

Agenda Item No. 8:

Discussion and possible action regarding the Network Manager's Update. This item may necessitate an executive session due to protection provided by Government Code 551.076. This will be at the discretion of the Chairperson.

A. Any existing network operations, repairs, or maintenance issues, including any that have occurred since the last Board Meeting;

i. Update of Pending Claims

Russ Rumney and Martha Krischke used the Damage Claims handout to describe the status of pending claims. The most significant item on the list is the Manchaca Road at Chappel Lane incident involving a Housley Communications track-hoe. This claim has been settled by the receipt of a check on September 9, 2009.

Also, the dump truck incident involving Travis County is still pending. All other pending claims have been submitted to Fireman's Fund insurance company.

ii. Report on Pending Projects

Russ Rumney and Martha Krischke used the GAATN Status Page handout on joint operations to review other pending projects. The Manchaca Road widening and re-route has been rescheduled to October 6th, due to PEC pole replacements. The remainder of the projects on the schedule are still pending, or they are unscheduled.

Looking at the entity specific node work on the schedule, the D1N extension to Austin Ridge is tentatively scheduled for January/February 2010. The project is being constructed as a tie cable, from the Walnut Creek Water Treatment Plant. There are three other projects pending on the schedule; one each for UT, AISD and Travis County.

Agenda Item No. 9:

Confirm date, time, and location for the next regular Board meeting as October 5, 2009 at 1:30 p.m. at LCRA.

A. Add any agenda topics for next month.

The meeting adjourned at 3:54 pm.

**GREATER AUSTIN AREA TELECOMMUNICATIONS
NETWORK (GAATN) INTERLOCAL AGENCY
SPECIAL MEETING OF THE BOARD OF DIRECTORS**

October 5, 2009 11:00 a.m.

Lower Colorado River Authority
Redbud Building, Room 108N
3601 Lake Austin Blvd
Austin, Texas

AGENDA

Agenda Item No. 1:

Call to Order

The meeting was called to order by Chairman Gray Salada at 11:09 a.m.

The following Board members announced as present at the start of the meeting:

Gray Salada, on behalf of Austin Independent School District
Tom Lott, on behalf of the Lower Colorado River Authority
John Kohlmorgan, on behalf of Austin Independent School District
Dain Herbat, on behalf of Travis County

Arriving a few minutes later:

Wayne Wedemeyer, on behalf of the University of Texas

GAATN & City of Austin Personnel present at the start of the meeting:

Carol Vance, City of Austin
Martha Krischke, City of Austin/GAATN
Bill Bennett, City of Austin/GAATN
Cathy Fryer, GAATN Attorney

Guests:

William Gammon, William Gammon Insurance Agency
Mike Gilpin, Alamo Insurance Group, Inc.
Mike Rich, Alamo Insurance Group, Inc.

Agenda Item No. 2:

Citizen Communication

There were no citizen communications.

Agenda Item No. 3:

Discuss and take possible action regarding vendors responses to RFP P09-162 for Property Insurance for GAATN

William Gammon Insurance Agency (represented by William Gammon), representing the proposal of Allianz Global, Corporate & Specialty Insurance Company (AKA Fireman's Fund), appeared first before the Board, followed by the second proposer, Alamo Insurance Group, Inc. (represented by owner Mike Gilpin and agent Mike Rich), representing the proposal of Max America Insurance Company. Each respondent visited with the Board separately for about one hour and answered numerous questions concerning their respective proposals and associated coverages and other terms and conditions.

After both the Gammon and Alamo Insurance representatives had departed, the evaluation committee members (Dain Herbat, Wayne Wedemeyer, John Kohlmorgan, Gray Salada, Martha Krischke, and Tom Lott) each scored the two proposals using the AISD purchasing/evaluation forms and guidelines. The six score sheets were given to Bill Bennett, who combined and averaged the evaluation scores for each of the proposers in the three evaluation categories, then totaled the three category scores for each bidder – yielding two overall scores (one for each proposal). Gray Salada was given the resultant totals which he will present to the Board of Directors for its consideration at the Board meeting scheduled for this afternoon.

Agenda Item No. 4:

Executive Session:

There was no need for Executive Session today.

Agenda Item No. 5:

Adjourn

The meeting adjourned at 1:24 pm.

**GREATER AUSTIN AREA TELECOMMUNICATIONS
NETWORK INTERLOCAL AGENCY (GAATN)
1111 West 6th Street
Austin, Texas 78703-5399**

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
MEETING HELD November 2, 2009
Lower Colorado River Authority
Redbud Bldg, Room 108N
3601 Lake Austin Blvd**

Agenda Item No. 1:

Call to Order

The meeting was called to order by Chairman Gray Salada at 1:33 p.m.

The following Board members announced as present at the start of the meeting:

Gray Salada, on behalf of Austin Independent School District
Wayne Wedemeyer, on behalf of the University of Texas
Brian Kunz, on behalf of the Lower Colorado River Authority
John House, on behalf of the University of Texas
Dain Herbat, on behalf of Travis County
Paul Hopingardner, on behalf of City of Austin
John Kohlmorgan, on behalf of Austin Independent School District

GAATN & City of Austin Personnel present at the start of the meeting:

Russ Rumney, City of Austin/GAATN
Martha Krischke, City of Austin/GAATN
Bill Bennett, City of Austin/GAATN
Syd Falk, GAATN Attorney

Guests:

Cory Brymer, Titus Systems, LP
Earbie Matheny, Titus Systems, LP

Agenda Item No. 2:

Citizen Communication

There were no citizen communications.

Agenda Item No. 3:

Approval of the Minutes for the Board Meetings of September 14, 2009 and October 5, 2009, and the Special Board Meeting of October 5, 2009.

Looking at the minutes of September 14, 2009, it was determined that we were not looking at the corrected version, so it was decided to delay approval until copies could be made of the revision.

After examining the minutes of the Special Board Meeting of October 5, 2009, John Kohlmorgan moved to approve them and Wayne Wedemeyer seconded the motion. The motion passed unanimously.

The October 5, 2009 minutes were reviewed next. Dain Herbat moved to approve them with Wayne Wedemeyer seconding. The motion passed unanimously.

Agenda Item No. 4:

Discussion and possible action regarding the Board Chairperson Update.

A. First Citizens Bank Litigation(appeal)

Syd Falk told the Board that the deadline for the bank to appeal has been extended to November 28, 2009, and that he will have another 30 days after that to file GAATN's responding brief. Also, this process could be extended by request to the court. Syd feels certain that the bank will request oral arguments after the exchange of briefs and that the court will likely grant this request due to the uniqueness of the case. Depending on the court's case load, Syd speculated that the oral argument phase could occur anytime between January 2010 and June 2010.

B. Discuss RFP P10-002 for D & O Insurance and General Liability Insurance

Bill Bennett explained that the advertised RFP had been opened on October 8, 2009, and there were three bidders (William Gammon Insurance, Alamo Insurance Group, and Merit Insurance Services of Frisco, TX). Copies of each of the three responses have been delivered to the designated Board members (Wayne Wedemeyer, Tom Lott, and Paul Hopingardner) who will be meeting soon to evaluate them.

Working independently, Bill and Carol Vance, City Risk Management, have both been analyzing the three bids in order to summarize the information and to obtain clarifications from the bidders where necessary. It is planned that after the meeting of the three Board members, a recommendation for action will be presented to the Board at the December or January meeting.

It was noted that the Texas Municipal League was not among the responders, although AISD purchasing department had sent out notice to TML in the RFP's normal distribution to potential bidders.

C. Further discussion of plans for a temporary and/or permanent data center location, and the possibility of partnering with other GAATN entities for construction of such facilities

Dain Herbat told the Board that Travis County is moving forward with its plans for a temporary and/or permanent data center. He requested that all GAATN members get him their power and square footage requirements (ASAP), if they are interested in participating with TC. Dain explained that TC is moving fast and has narrowed the list of possible locations to about five. Paul Hopingardner mentioned that budgetary constraints may hinder COA's participation, even though they are certainly interested.

At this point, the correct copies of the minutes of the Board Meeting of September 14, 2009 were delivered to the room. After review, Gray Salada moved to accept the minutes as corrected. Wayne Wedemeyer seconded the motion and it was approved unanimously.

Agenda Item No. 5:

Executive Session:

There was no need for an Executive Session at this time.

Agenda Item No. 6:

Discussion and possible action regarding the financial report and current fiscal year budget issues.

Gray Salada distributed the September 2009 Budget Report. After examining the report, there were no financial report related questions.

Agenda Item No. 7:

Discussion and possible action regarding the Technical Subcommittee Update.

A. Records Retention Policy

Martha Krischke explained the final draft copy of the Records Retention Policy to the group, pointing out that it has also been reviewed by Syd Falk. After briefly discussing the most recent edits, Wayne Wedemeyer moved to approve this revised version of the Records Retention Policy. The motion was seconded by Gray Salada and it passed unanimously.

B. Waterloo Park Project(GAATN facilities relocation)

Russ Rumney and Martha Krischke told the group that we have reached the critical point of GAATN negotiating with the COA regarding the Waterloo Park Project. Paul Hopingardner added that he feels more comfortable if COA employees do not participate in these discussions. Syd Falk said that he is in agreement with this approach and that he wishes to brief the remaining Board members on the legal issues in closed session. At this point, Paul Hopingardner, Russ Rumney, Martha Krischke, Bill Bennett and all guests retired from the room to allow the Board to discuss the negotiations that will be taking place between GAATN and the COA.

At 2:16 pm, Chairman Salada requested to adjourn for closed session, under one or more of Tex. Gov't Code section 551.071 to seek legal advice on a matter in which the duty of the attorney to the governmental body under the Texas Disciplinary Rules of Professional Conduct of the State Bar of Texas clearly conflicts with the Open Meetings Act, to seek legal advise about pending, anticipated or contemplated litigation.

The Board reconvened in open session at 3:14 pm for discussion and actions, if any, on matters considered in closed session. Chairman Salada explained to the group that representatives of UT and AISD will arrange a meeting with the Austin City Manager to negotiate GAATN's position with regard to the Waterloo Park project. In response to a question, Russ Rumney and Martha Krischke explained that Austin Energy's position has been that the project is responsible for funding the relocations and rearrangements being required of them per City ordinance. AE provided the project an estimate of cost and the AE funding issue has been resolved, per Lino Rivera, project engineering lead. In fact, Lino reported that AE had construction underway. In response to another question, it was noted that there are no existing water or sewer lines currently beneath the park, so those utilities are not involved in this clearance phase of work. Also mentioned was the fact that in the later redevelopment phase of work, there will be a need to run node cables into the park, but the details are unknown at this time. Russ or Martha will provide Gray Salada the name of the COA contact person(s) that they have been working with on the Waterloo Park project.

C. 2010 Projects prioritization

Martha Krischke used a handout to discuss the status of the B1N Phase 2 self-support replacement project which will be moving forward this Budget year (after authorization). Five segments remain to be done, with Titus handling four of these and JC Communications, GAATN's secondary MAC contractor, handling one. Segment 6 is a straight forward replacement between two AISD schools and should be good for JC Communications to gain

GAATN experience while minimizing risk for the network. This work was authorized in the 2010 Budget process, but had been temporarily put on hold pending the decision on funding for the Waterloo Park project.

It was decided to proceed with the B1N Phase 2 project and to continue scoping the C1N Ring replacement so that we could re-evaluate projects versus available funds in February/March of 2010, based on how the Waterloo Park situation is going. This will allow us to proceed with approved work and stay on schedule while Waterloo Park is still in flux.

An additional project, the Highway 290 East TxDOT toll road project (C1N) will also be moving forward since the Toll Road Authority will be reimbursing GAATN in full based on actual costs.

In order to proceed with the Barrington project (C1N), further authorization will be required, after the outcome of Waterloo Park is known.

D. Gullett School Project

Martha Krischke explained that last week a TxDOT supervisor called Titus and requested that GAATN delay the work in progress at Gullett School (on SRN), which we did. They had an unprotected DWDM circuit involved and our work would have caused them an outage.

Subsequently, today TxDOT informed us that we can now proceed at Gullett, but due to other work already scheduled, we have pushed this work out to December 9th and 10th. It was reiterated that the Tech Subcommittee had agreed that we would support UT with chromatic dispersion testing this time only. Also, it was noted that DIR would be invoiced for the added costs due to the reschedule.

E. B1N Phase 2 Project

This item was discussed along with item 7-C. above, and the project is already approved by the board, so no further discussion was necessary.

Agenda Item No. 8:

Discussion and possible action regarding the Network Manager's Update. This item may necessitate an executive session due to protection provided by Government Code 551.076. This will be at the discretion of the Chairperson.

A. Any existing network operations, repairs, or maintenance issues, including any that have occurred since the last Board Meeting;

i. Update of Pending Claims

Russ Rumney used a handout to describe pending claims, mentioning that Syd Falk has drafted a second demand letter to Time Warner regarding the damage on Braker Lane at Pollyanna. Hopefully, this strong demand letter will elicit a response from Time Warner, in the form of a settlement offer.

In response to a question, Syd explained that smaller claims become un-economic in some cases. Therefore, depending on the circumstances, it may be advisable to request the insurance company's claims department to negotiate a settlement in such

cases. John Kohlmorgan noted that our current process has been working quite well so he is hesitant to make changes at this juncture.

ii. Report on Pending Projects

Russ Rumney and Martha Krischke used the new projects schedule from the website to point out several scheduling changes; the Manchaca Road project has been delayed pending a PEC permit, and generally speaking, we have been delayed by weather and access issues. The splice has been tentatively rescheduled to December 3rd. The Eberhart (C1S) and Bowling Green (B1N) restoration projects remain scheduled for late November, subject to weather delay, of course.

Russ Rumney told the group that the Advanced.1 Bentley project is just over 50% complete and progress is on schedule. This project should be complete by mid-December at which time we will begin distributing Google mapping information to the participants.

Agenda Item No. 9:

Confirm date, time, and location for the next regular Board meeting as December 7, 2009 at 1:30 p.m. at LCRA.

A. Add any agenda topics for next month.

The meeting adjourned at 4:13 pm.

**GREATER AUSTIN AREA TELECOMMUNICATIONS
NETWORK INTERLOCAL AGENCY (GAATN)
1111 West 6th Street
Austin, Texas 78703-5399**

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
MEETING HELD December 7, 2009
Lower Colorado River Authority
Redbud Bldg, Room 108N
3601 Lake Austin Blvd**

Agenda Item No. 1:

Call to Order

The meeting was called to order by Chairman Gray Salada at 1:30 p.m.

The following Board members announced as present at the start of the meeting:

Gray Salada, on behalf of Austin Independent School District
Gary Weseman, on behalf of Austin Community College
Walter LaGrone, on behalf of Travis County
John House, on behalf of the University of Texas
Dain Herbat, on behalf of Travis County
Tom Lott, on behalf of the Lower Colorado River Authority
John Kohlmorgan, on behalf of Austin Independent School District

Arriving late:

Dave Kelly, on behalf of the State of Texas

GAATN & City of Austin Personnel present at the start of the meeting:

Russ Rumney, City of Austin/GAATN
Martha Krischke, City of Austin/GAATN
Bill Bennett, City of Austin/GAATN
Syd Falk, GAATN Attorney
Frank Ammons, City of Austin/GAATN

Guests:

Cory Brymer, Titus Systems, LP
Earbie Matheny, Titus Systems, LP
Joe Harlow, on behalf of Travis County

Agenda Item No. 2:

Citizen Communication

There were no citizen communications.

Agenda Item No. 3:

Approval of the Minutes for the Board Meetings of November 2, 2009.

The November 2, 2009 minutes were reviewed by the members. Dain Herbat moved to approve them with Tom Lott seconding. The motion passed unanimously.

Agenda Item No. 4:

Discussion and possible action regarding the Board Chairperson Update.

Prior to moving to the agenda, Gray Salada handed out copies of a Public Notice from the Federal Communications Commission (DA 09-2376), dated November 3, 2009. Gray explained to the Board that the FCC is in the process of developing a national broadband plan (E-Rate), related to improved broadband deployment by education, and that he wants everyone to be aware of the plan. Gray discussed the plan in some detail and answered questions, before moving forward.

Dain Herbat requested that the Chairperson change the order of the agenda to allow Item 4C to precede items 4A and 4B. Gray Salada agreed to the change in order to expedite hearing from Travis County's Board Member Walter LaGrone and guest: Travis County's Information & Telecommunication Systems Department Director, Mr. Joe Harlow.

C. Further discussion of plans for a temporary and/or permanent data center location, and the possibility of partnering with other GAATN entities for construction of such facilities.

Walter LaGrone and Joe Harlow told the group that Travis County intends to build a new data center and have it ready for occupancy in 18 to 24 months. They have narrowed the search to 3 or 4 sites, all within Travis County (TC). TC has a compelling need for additional data center capacity and they thought to offer to GAATN (or to GAATN individual participants) the opportunity to partner with TC, perhaps resulting in development of a larger facility for less cost.

Mr. Harlow mentioned that he has had discussions with Gray Salada and Paul Hopingardner and that he would like to talk to all other GAATN members who have possible interest. Russ Rumney said that he would investigate COA's needs and will prepare detailed requirements for Mr. LaGrone within about one month. Tom Lott noted that he will explore LCRA's possible needs and requirements, but he is unsure whether he will have answers within that time frame.

After further discussions, Gray Salada noted that the current economic conditions make financing of new projects difficult. Ironically, now is the time when we can expect to find lower overall costs for such expansions. This item will be discussed further in the future. We then returned to the original agenda order with Item 4A.

A. First Citizens Bank Litigation (appeal)

Syd Falk stated that he is in the process of writing a brief in response to FSB's brief, and that he expects to file it with the court either before or slightly after January 1, 2010. He commented that he didn't see any surprises in the bank's brief, only a couple of new "twists". The bank is primarily placing their hopes of reversal on getting a different interpretation on the case from a different judge. Syd feels that even if the appellate court rules against the bank, that FCB will likely appeal to the Texas Supreme Court.

B. Discuss RFP P10-002 for D & O Insurance, General Liability Insurance, Business Auto Liability Insurance, Umbrella Insurance, and Cyber Liability Insurance.

Bill Bennett used the handout showing the averaged results of the AISD Evaluation Matrices which were previously completed by Wayne Wedemeyer, Paul Hopingardner, and Tom Lott. Of the three bidders on the RFP, William Gammon Insurance & Alamo Insurance Group bid on all 4 types of insurance that were requested, plus offered a quote on an additional Cyber Liability insurance. Merit Insurance Services bid only on the General Liability and the D & O/Employment Practices Liability, omitting the Business Automobile

Liability and Umbrella Insurances. Syd Falk explained that he is studying whether GAATN needs the Cyber Liability insurance at all, due to “safe harbor” federal statutes which might convey immunity to agencies such as GAATN.

After discussions of the three offerings, Tom Lott moved that we buy the D & O, General, Business Auto, and Umbrella Liability Insurance at a cost of \$ 3479.04 for the first year from the William Gammon Insurance Group, with the possibility of renewals for four one-year periods subject to agreement by both parties. The policy would become effective on or around January 1, 2010. The motion was seconded by Dain Herbat and it passed unanimously.

Also, Syd will begin his research on the advisability of adding the Cyber Liability Insurance in the future as a “rider” to the basic policy that has been approved today.

Agenda Item No. 5:

Executive Session:

There was no need for an Executive Session at this time.

Agenda Item No. 6:

Discussion and possible action regarding the financial report and current fiscal year budget issues.

Gray Salada distributed the October 2009 Budget Report. After examining the report, there were no financial report related questions.

Agenda Item No. 7:

Discussion and possible action regarding the Technical Subcommittee Update.

A. SLA Evaluations

Tom Lott explained that in the recent past we have done the evaluations on a quarterly basis, but that he has had problems with this schedule. Specifically, the problem has been in getting all participants to submit their completed forms to him at the same time allowing for a comprehensive report to the Board. The Technical Subcommittee is recommending to the Board of Directors to change to a twice per year format for these evaluations to allow more time for participants to respond. Tom said that he would like to have a 30 minute work session (perhaps added before the Board Meeting) in February and again in August of each year to accomplish this task. There was not any objection to this approach, so it will commence with the February 2010 meeting.

B. Waterloo Park Project (GAATN facilities relocation)

Gray Salada shared information with the group about a meeting the AISD superintendent had with City Manager Mark Ott in November, at which a memo (written by Gray) was delivered. That memo requested that the City bear the entire cost of the GAATN Waterloo Park relocation project. John House expressed that UT officials had also met with City Manager Ott’s staff, but that he was unaware of the exact outcomes.

It appears that Time Warner still intends to share joint trench with GAATN. This should allow an approximate 1/3 reduction of costs to GAATN on the project.

Martha Kruschke explained further that the project continues to move forward as scheduled, with General Permit engineering to be submitted and approved by mid-January 2010, and ROWMAN approval by February 15th. On the current schedule, construction is to begin in

March. Also, if any delays occur, there is about 45 days of slack built into a schedule that finishes out by the end of August.

C. Gullet School Project

Tom Lott said that this project is proceeding as scheduled – Titus is completing the input side today and will commence the output side on Thursday, December 10th. Cory Brymer added that all is proceeding as planned.

D. Catering Expenses

Tom Lott said that he wants to move to increase this amount to \$ 2,000.00/year, based on the increased number of supported meetings we are having. Dain Herbat seconded the motion and it passed unanimously. There are sufficient funds in the budget to allow for this change.

Agenda Item No. 8:

Discussion and possible action regarding RFP P10-021 for Underground Locate Services.

Bill Bennett explained that three COA employees, Martha Krischke, Darrell Rochte, and Frank Ammons used the AISD Evaluation Matrix forms to score the two bidders. The averaged scores from the Matrices were presented as a handout. Also, Bill used the handout to summarize the differences in the bids. Both SM & P and Utilquest proposed a \$10.00 per locate charge. However, Utilquest added significant caps on their liability for errors. A summary of the differences follows:

- (1) Utilquest limited their liability to \$ 1000.00 per event if they incorrectly mark an order – resulting in a dig-up. SM & P has no limit whatsoever. Also, Utilquest limited their total liability to 10% of the annual billings to GAATN.
- (2) SM & P has 22 locators + two supervisors serving the Austin metro area, while Utilquest has 4 locators + one supervisor to cover Austin.

After some discussion, Gary Weseman moved to accept the SM & P bid of \$10.00/locate flat rate, beginning January 1, 2010. The agreement will be for one (1) year with three additional one year periods available, if BOTH parties are agreeable. The motion was seconded by Tom Lott and it passed unanimously.

Agenda Item No. 9:

Discussion and possible action regarding the Network Manager's Update. This item may necessitate an executive session due to protection provided by Government Code 551.076. This will be at the discretion of the Chairperson.

A. Any existing network operations, repairs, or maintenance issues, including any that have occurred since the last Board Meeting;

i. Update of Pending Claims

Martha Krischke explained that she did not include a claims spreadsheet this month, as there were no appreciable changes from November. The Burlson Road/McKinney Falls teardown is still pending, as there is still one claim outstanding. A settlement is expected soon.

ii. Report on Pending Projects

Martha Krischke referred to the pending projects list which shows the Highway 290 East project to provide a joint trench at Springdale and Giles / Johnny Morris Road

– it is still in the planning process with further meetings scheduled in December. This is a toll road related project, so GAATN will eventually be reimbursed by the involved toll authority.

The second project is the Manchaca Road widening and reroute (along Hwy 1626 to Brodie Lane) – paving is completed with splicing scheduled for December 22nd during AISD’s winter break.

The SRN connector and pigtail replacement near Gullett Middle School is underway and scheduled for a December 10th completion.

B. B1N Phase 2 Project

Martha Krischke used a spreadsheet to summarize the segments in the B1N Phase 2 project that will be underway soon. Segment 6 has been awarded to JC Communications, GAATN’s secondary MAC contractor. JC Comm’s work should commence around Feb 1st and will be coordinated around the B1N segments assigned to Titus.

C. Preliminary 2010 Budget

Martha Krischke discussed the handout of the preliminary 2010-2011 budget, emphasizing the objective to keep the budget bottom line flat. She is still waiting for UT’s site list in order to finalize Network Rights Percentages for 2011. John Kohlmorgan had requested a slight rearrangement in the way the budget is listed for approval to make translation to accounts at AISD easier. It was noted that the bonding costs for both the maintenance and MAC construction contracts have been included.

The intent is to discuss the budget further at the January Board Meeting and to finalize it at the February meeting. The 2010 schedule of Board and Technical Subcommittee dates was also distributed.

Agenda Item No. 10:

Confirm date, time, and location for the next regular Board meeting as January 11, 2010 at 1:30 p.m. at LCRA.

A. Add any agenda topics for next month.

- i. 2010-2011 Network Rights
- ii. 2011 Budget Worksession

The meeting adjourned at 3:34 pm.