# GREATER AUSTIN AREA TELECOMMUNICATIONS NETWORK (GAATN) INTERLOCAL AGENCY

**MEETING OF THE BOARD OF DIRECTORS**
December 3, 2024, 1:30 p.m.
LCRA Dalchau Service Center
3505 Montopolis Drive, Austin, TX 78744, Building A, Room A502/503
Teams Videoconference link provided 72 hours prior to meeting on homepage of www.gaatn.org
Remote audio-only option for public access: (512) 831-7858, Access Code: 606 665 304#

**MINUTES**

1. **Call to Order and Roll Call:**
   GAATN Board Chairman Dain Herbat called the meeting to order at 1:30 p.m.
   The following announced as present at the start of the meeting:
   Paul Hodge, on behalf of Austin ISD (remote)
   Mark Stavis, on behalf of City of Austin (remote)
   Gary Weseman, on behalf of Austin Community College (remote)
   Dain Herbat, on behalf of Travis County (on site)
   Steve Pyle, on behalf of State of Texas DIR (remote)
   Harold Nall, on behalf of UT-Austin (remote)
   Mace Royston, on behalf of LCRA (remote)
   Mike Lohrstorfer, on behalf of Austin ISD (remote)
   Jeremy Cantu, on behalf of Austin Community College (remote)
   Frank Ammons, on behalf of GAATN (remote)
   Carlos DeMatos, on behalf of GAATN (remote)
   Sarah Eichelberger, on behalf of GAATN (remote)
   Syd Falk, GAATN attorney (on site)
   A quorum was established at roll call.
   GAATN Contractors:
   Chris Gonzales, on behalf of BryComm (remote)
   Doug Wilson, on behalf of JC Communications (remote)

2. **Citizen Communications:** There were no citizen communications.

3. **Review and approve the minutes for the regular Board Meeting of November 4, 2024:**
   Gary Weseman moved to approve the draft minutes as presented; Steve Pyle seconded the motion, and it passed unanimously.

4. **Consent Agenda items reviewed and recommended for approval from the November 19, 2024, Technical Subcommittee Meeting**
   Gary Weseman moved to approve Consent Agenda Items 4A, 4B, and 4C as presented; Dain Herbat seconded the motion, and it passed unanimously.
   A. **Seeking approval for GAATN FY2026 Proposed Site List and Network Rights Percentages**
      APPROVED ON CONSENT
   B. **Seeking approval for AISD tie cable between Travis High School and AISD Headquarters over lash to GAATN ring cable at no cost to GAATN**
      APPROVED ON CONSENT
   C. **Seeking approval for A2N Palm Park temporary relocation in an amount not to exceed $19k to be funded from FY25 GAATN MAC budget**
      APPROVED ON CONSENT

**5. Board Chairperson Update – Discussion and possible action regarding:**

**A. Fiscal Manager duties and formation of service level agreement**

Mark said that the COA met internally since the November 4 Board meeting and their stance is that it would be a monumental and disruptive task to transfer the financial duties from AISD to COA, especially since COA doesn't know the number of employee hours it would take to perform these duties. He said the COA believes it's in the best interest of GAATN for the fiscal duties to remain with AISD and for GAATN to draft an SLA with AISD to include compensation. Mark said that AISD has already been performing these duties since GAATN was incepted and they are doing a great job; additionally, he noted that GAATN must adhere to the state procurement requirements for school districts and AISD is already familiar with those requirements. Dain said he thought that AISD had put some numbers together for man hours; Paul said they have not been able to do that because the GAATN duties touch so many hands and departments. He said it has also been difficult because the AISD finance department's main priority is the budget deficit. Dain said that he thought the reason this all came up was because AISD has a new financial system and that there were delays in processing invoices; he asked if compensation will address those issues. Paul said that most of those issues have been addressed regarding the new financial system, as they are now 1.5 years into its implementation. He said that once a purchase order leaves the IT department, it gets routed to different departments, and that's where things can get held up because the other departments may not be familiar with GAATN and the approval process for GAATN's purchase orders. Dain said that the Board agreed that the fiscal agent should be compensated, just like the COA is for the network management duties. He asked Paul if he was good with coming up with some calculation for the compensation; Paul said he was fine with that. Gary said that GAATN needs to make sure that all responsibilities are documented; Syd said that a comprehensive list would be included as an attachment to the ILA. Paul asked about the renewals; Syd said that can be figured out during the drafting of the ILA. Dain asked about the terms of the network management ILA; Sarah said that it is a five-year total agreement with annual automatic renewals. Dain Herbat moved to instruct legal to begin drafting an interlocal agreement between GAATN and AISD for the fiscal services; Mark Stavis seconded the motion, and it passed unanimously.

**B. Seeking approval to execute agreement between GAATN and TxDOT for fully reimbursable TxDOT IH-35 CapEx Central Ladybird Lake project previously approved 6/4/24**

Sarah noted that this agenda item is requesting approval to execute the agreement between GAATN and TxDOT for the IH-35 CapEx Central Ladybird Lake project; the project, which is fully reimbursable and totals $298k, was previously approved by the Board at the 6/4/24 meeting. Sarah said that Syd reviewed the draft agreement, which is currently awaiting final approval by TxDOT. She noted that this is a standard TxDOT agreement, but that she will have Syd review and approve the final draft. Steve Pyle moved to conditionally approve execution of the agreement between GAATN and TxDOT for the fully reimbursable TxDOT IH-35 CapEx Central Ladybird Lake project, subject to GAATN legal final review and approval; Mace Royston seconded the motion, and it passed unanimously.

**C. Budget history and financial forecast**

Sarah presented a 10-year budget history overview and a comprehensive FY24 breakdown. She also presented a five-year budget forecast which illustrated the impacts of awarded and anticipated projects with a flat budget of $2.5 million for FY26-27 and then an increase to $2.6 million for FY28-30.

**D. Seeking approval for GAATN FY2026 Proposed $2.5M Budget and Entity Contributions**

Sarah presented a $2.5 million budget for FY26, with no increase from FY25. Dain asked whether the budget line items are adjustable after the approval; Sarah said they are adjustable subject to Board approval. Dain Herbat moved to approve the GAATN FY2026 Proposed $2.5M Budget and Entity Contributions as presented; Gary Weseman seconded the motion, and it passed unanimously. The approved budget is included as an attachment to these minutes.

**E. Seeking approval to transfer up to $10k from GAATN fund balance to procure services from a tax professional for submission of IRS forms for GAATN for ERATE purposes**

Sarah explained that this agenda item is seeking Board approval to transfer $10k from the GAATN fund balance to procure services from a tax professional for submission of IRS forms for GAATN. In 2010, the GAATN Board voted to become an ERATE provider. She said that to be an ERATE provider, GAATN had to apply for an Employer ID Number (EIN) with the IRS. She said that now GAATN needs to submit forms to the IRS to change the business address from AISD Treaty Oak to the new AISD HQ and the responsible party from the former Board Chair to the current one. They also need to request EIN verification on GAATN's behalf. The purpose of updating these forms is twofold: 1) to be able to complete a required verification to continue to submit GAATN's required ERATE Service Provider Annual Certification, and 2) to get GAATN set up as a vendor in all GAATN member entity accounting systems, so that checks for annual/quarterly GAATN contributions are made out to GAATN rather than AISD. Syd said that Sarah has been working hard to resolve the documentation roadblocks that are required for GAATN to be verified in sam.gov. He said that the document that is needed is a special determination from the IRS and that she needs the assistance of a tax professional. Gary Weseman moved to approve the transfer of $10k from the GAATN fund balance to the GAATN miscellaneous contracted services budget line item to procure services from a tax professional to obtain proper documentation for ERATE service provider certification; Mark Stavis seconded the motion, and it passed unanimously.

**F. Seeking approval for GAATN Backup NOCC equipment classification and disposition per GAATN Material Surplus and Disposition policy**

Frank noted that this agenda item was reviewed at the November Technical Subcommittee meeting in line with the GAATN Material Surplus and Disposition Policy, and that the Technical Subcommittee elected to defer the Board recommendation to the Backup NOCC Subcommittee. Frank reported that management met with the Backup NOCC Subcommittee and the handout presented illustrates their recommendation with regards to the GAATN-owned equipment installed at the GAATN Backup NOCC at the Austin Convention Center. The generator, automatic transfer switch, and HVAC regulator were recommended to be classified as disposable and abandoned in place. The power distribution units will be reused at the new GAATN Backup NOCC permanent location and will be removed by GAATN by 3/31/25. The UPS, cabinets & racks, HVAC CRAC Units, Starline Busways, electrical panels, and transformer were recommended to be classified as otherwise useful and to be repurposed by Austin ISD at the reconstructed Travis High School in a room that will be accessible for use by all GAATN members; Austin ISD will remove this equipment by 3/31/25. Dain Herbat moved to approve the GAATN Backup NOCC equipment classification and disposition per the GAATN Material Surplus and Disposition Policy as presented; Gary Weseman seconded the motion, and it passed unanimously.

**G. GAATN Backup NOCC Decommissioning**

Frank reported that the decommissioning is on schedule and that management has been in touch with COA Right-of-Way (ROW) regarding the urgency of the permits, and they have been helpful. Frank noted the email received by management from Dain regarding Travis County's decommissioning status and said that management will be addressing that with him after the meeting. Frank asked any other members to please reach out to management asap if they are having difficulty vacating the Convention Center. He said, other than that, everything is on schedule.

**H. GAATN Backup NOCC Relocation**

Frank reported that management is working closely with COA Building Services and Data Center Operations for the relocation. He said he is happy to report that AISD completed the Board approved transfer of $100k from the GAATN fund balance and increased the purchase order for the COA to get the temporary and permanent NOCC location projects started. The COA has set up a funding code to receive $100k for the NOCC projects. He said that the materials have been dropped off from

the electrical contractor for the EMT conduit that leads to the temporary location; he noted that COA ROW is also fully aware of the urgency of this project and any associated permits.

**I. New GAATN Backup NOCC ILA agreement negotiation**

Syd said that he has had a couple of email exchanges with the new COA legal department contacts. Syd said that he sent them a copy of the current ILA and recommended that it be used as a starting point, as well as the requested changes for the new ILA such as a 10-year minimum guarantee. He said that he hasn't heard anything back from them yet, but he will give them a call later this week.

**J. Property damage claim against JD Abrams/Lone Star Paving for damage to C1N at IH-35 and Rutherford on 9/20/21**

This agenda item was discussed in executive session under Texas Government Code 551.071. Upon reconvening in open session, no additional discussion was held, and no action was taken.

**6. Network Manager's Update**

**A. Project status report**

Frank reported on the following upcoming and recently completed projects:

- A1N at 3rd and Pressler Relocation OH to UG – scheduled to complete 12/10/24
- A2N Splice Case Audit – ongoing through 1/31/25
- COA B1N Fire Station 25 node replacement – scheduled to complete 12/3/24
- COA B1N Fire Station 54 new node install – completed 12/2/24
- DIR SRN TxDOT Camp Hubbard node reroute – completed 11/13/24
- DIR A1N TxDOT Camp Hubbard node reroute – completed 11/12/24
- Current jobs tracked = 80; 56 active/planning phase; 24 completed

**B. Job budget report**

Sarah reported that management is tracking 41 awarded jobs totaling $3.37 million. So far for FY25, 7 jobs have been completed and $216k has been invoiced. GAATN has recovered $127k in project reimbursements and damage recoveries. For the GAATN Backup NOCC decommissioning and relocation, so far $946k has been approved, with $33k of that expended thus far. The fund balance bottom line is $1.5 million.

**7. Executive Session:** At 2:37 p.m., Chairman Herbat adjourned the GAATN Board of Directors Meeting for closed session, under Tex. Gov't Code section 551.071, to seek legal advice or to preserve confidentiality as permitted by law (including but not limited to pending, anticipated or contemplated litigation concerning) regarding Agenda Item 5J.

At 2:44 p.m., Chairman Herbat reconvened the GAATN Board Meeting in open session. Any additional discussion held, or action taken on items discussed in executive session will be noted in the summary of that agenda item.

**8. Update Roll Call (only if executive session called):** An updated roll call was taken upon reconvening in open session and a quorum was reconfirmed.

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

Sarah reviewed the overall financial report from Austin ISD for the month ending October 31, 2024. She asked members to review and send her any questions.

**10. Meeting and Action Items Summary:** There were no action items noted from this meeting. Dain said that he recommends members reach out to management if they want to schedule a walkthrough the site of the new GAATN Backup NOCC if they want to do so. He thanked management for facilitating

Travis County's recent walkthrough of the site.

11. **Confirm date, time, and location for the next regular Board meeting on Tuesday, January 14, 2025, at 1:30 p.m. at LCRA Red Bud Center 3601 Lake Austin Blvd., Room 225, Austin, TX 78703, and via Microsoft Teams Videoconference.**
    The date, time, and location for the next regular Board Meeting were confirmed; the meeting adjourned at 2:49 p.m.