

Minutes of the Olds Fibre Ltd. – Board of Directors meeting held on Tuesday, November 9, 2021 at 7:00 p.m.

DIRECTORS Present

Director Wanda Blatz, Director James Cummings, Director Judy Dahl; Director Dan Daley, Director Heather Ryan and Director Harvey Walsh and Director Darren Wilson

ADMINISTRATION Present

Town of Olds Acting Chief Administrative Officer, Doug Wagstaff and Director of Finance, Sheena Linderman.

Olds Fibre Chris Thompson, General Manager O-NET

1. CALL TO ORDER

Acting CAO Doug Wagstaff called the meeting to order at 7:02 p.m.

A.) ADDED ITEMS

None

B.) ADOPTION OF THE AGENDA

Moved by Director Dahl, "that the Board accept the agenda, as amended."

Carried Unanimously

2. ADOPTION OF PREVIOUS MINUTES

2A) Meeting Minutes from November 5, 2021

Moved by Director Cummings, "that the Board of Directors meeting minutes from November 5, 2021 be accepted, as presented."

Carried Unanimously

3. PRESENTATIONS AND DELEGATIONS

Olds Fibre Chris Thompson, General Manager O-NET participated in the meeting.

4. NEW BUSINESS

4A) O-NET Organizational Overview

Update from Chris Thompson.

"Winter is coming" they are getting as many drops in as possible before freeze up as weather has been cooperative. Update on for the area in north-east Olds behind UFA Farm Suppl. The challenges of the invasive nature of the repairs will cause customers an extended outage. The use of wireless and temporary fibre network will be the work around during the repairs. These repairs are on an area that was initially one of the first pilots where the infrastructure is not the same as it is in the other areas. This area had water infiltrate, in the first pilot area the technology in place was lower quality and direct buried. The approximate cost of repairs \$120,000 for the repair plus \$27,000 for the interim solution, however the final repair will also be a distribution cable of 800 m of trunk fibre. This will replace the existing, make the repair, and also be in place for future expansion line as a future expansion line to service further east.

Staffing update: from a morale perspective it is suffering. There is a committed staff that are feeling unsettled with the recent events and concerning their future. Overall still positive but it does have some impact on productivity, overall not a major concern, in the General Managers perspective it can be managed.

4B) Review of O-NET Financial performance 2021 YTD

Attached to minutes are the financials provided by Chris Thompson.

General Manager raised concern of some aspects to the BDO report, in that some of the cash flow forecasting had some duplications\errors. The General Manager would like to have an

opportunity to discuss this with BDO to clarify approximate variance of 2,000,000 over a five year period of the forecast - concern it was counted in the reduction in revenue as well as added in capital for brownfield/greenfield drops.

Consensus of the Board that the General Manager and BDO David Lewis get together with the Town of Olds of Finance as an advisor to the board to seek this clarity.

Discussion surrounding Mountain View power; zero involvement of OFL to date, there is no understanding of liabilities or operations of MVP. Sheena Linderman, Town of Olds Director of Finance and an advisor to the Board indicated a bank account needs to be set up with OFL to receive cash flows from UtilityNet. This was going to be pursued.

4C) Role as ISP in Brooks; Other Opportunities

Current engagements of OFL at various stages: Foothills County; Clearwater County; Parkland County; Moby in downtown Calgary is a wholesale vendor services by O-NET; City of Lethbridge a pilot project, O-NET opted out originally as there was no Board in place but Lethbridge has re-engaged this week because in their RFP process they did not receive satisfactory responses; Brooks was originally network operations and retail but now the scope has changed to retail only, basis now is there will be a fee for access with a percentage of revenue from the customer base as a return, financial projections and figures are based on the original scope of work.

4D) O-NET Operational items requiring Board support

- Administration**
- Cheque Signing**
- Other**

Discussion regarding previous process for OFL daily business and Board approvals. For General Manager there's no urgency to get signing authorities straightened, the General Manager explained how it was conducted prior to the creation of the MCC: Business Coordinator limit \$5,000, General Manager limit \$25,000 with Robin Harder back up in the absence of Chris Thompson, they have the authority to pay monthly reoccurring and expenses approved in the board approved budge, further board approval is required for any capital expenditure above \$25,000 or unbudgeted expenses beyond the board approved budget, contractual agreements needing signing could be signed off under the same criteria.

Town of Olds Director of Finance Sheena Linderman explained the current signing authorities for OFL are one administrator and one board member. This was initially set up for the MCC in that it reflected the practice of the municipality.

Chris Thompson explained the one pressing issue requiring immediate attention is an equipment order.

Moved by Director Cummings, "that the Board approves the General Manager to initiate a purchase order for the main router equipment and to report back to the board with actuals."
Carried Unanimously

Moved by Director Cummings, "that the Board approves the below named Directors and Administration as signing authorities for Olds Fibre Ltd.; furthermore, all banking accounts shall be setup as two (2) to sign, any two:

WANDA BLATZ (Director)

JAMES CUMMINGS (Director)
DAN DALEY (Director)
JUDY DAHL (Director)
HEATHER RYAN (Director)
HARVEY WALSH (Director)
DARREN WILSON (Director)
CHRIS THOMPSON (Administration)
MICHAEL MERRITT (Administration)
SHEENA LINDERMAN (Administration)
ELIZABETH BRODIE (Administration)
ROBIN HARDER (Administration)

Carried Unanimously

Administrative Support, the General Manager reviewed the staff levels within O-NET. Further discussion will occur with Board, General Manager, and Town of Olds CAO on the OFL Board needs for staff support.

5. DEBRIEF

5A) Emergent Item

Acting CAO Wagstaff advised the Board on the receipt from David Lewis and BDO two Letters of Interest received this afternoon.

Moved by Director Cummings, "that the Chair communicate with David Lewis regarding correspondence received from BDO dated November 9, 2021."

Carried Unanimously

Moved by Director Cummings, "to direct the General Manager to investigate opportunities for OFL with the City of Lethbridge."

Carried Unanimously

Moved by Director Cummings, "to direct the General Manager to re-evaluate the Brooks proposal and present a revised business plan to the Board."


Carried Unanimously

6. ADJORNMENT


6A) Next Meeting

Next Meeting to be determined.

Chair Wilson adjourned the meeting at 9:36 p.m.



Chairperson of OFL – BoD



Chief Administrative Officer

These minutes were approved on the 26th day of November, 2021.