



Mutual Agreement

West – Next Generation Networks (WestNGN) STEERING COMMITTEE

PURPOSE

The goal of this agreement is to expand high-speed, gigabit service in the region. This is Phase I of a multi-phased project.

MISSION

The WestNGN Steering Committee will serve as the primary and sustaining group among WestNGN stakeholders. The Steering Committee will serve as the conduit to the governing boards of participating municipalities and universities. They will also create subcommittees and appoint members, review recommendations from subcommittees, approve vendors for negotiation, coordinate management of the final network, and make decisions on adding or removing Committee members. The initial focus of the Steering Committee is in support of the WestNGN RFP process with the goal to expand gigabit service in the region. It is expected that a review of governance needs will be undertaken to oversee management of the final network and that the Committee charter will be reviewed and adjusted as needed at that time.

DECISION DOMAINS

Steering Committee members will be responsible for technical, legal, operational, and financial issues that may need to be researched in order to help the municipalities stay abreast of project developments and ongoing operations. When those issues require changes to current strategy, the Steering Committee will determine whether decisions can be made at the committee level or must be sent back to the municipalities. All committee members represent their communities.

The Steering Committee will also author new policies, such as the incorporation of new member communities, as they deem appropriate.

AREAS OF FOCUS

Initially, discussions and recommendations will cover at a minimum:

- Membership and assignments for subcommittees
- Preferred qualities and conditions in vendors and their proposals
- Processes for moving from proposals to contracts
- Coordinated efforts among participating municipalities on how to best utilize the new network(s)
- Monitoring the efficacy of network and business operations
- Inclusion and timing of adding new municipalities into the coalition
- Communications

MEMBERSHIP

Each WestNGN community and university will appoint a single voting representative who is authorized to make decisions for the municipality/university. Committee appointments persist until a municipality/university changes its voting representative. At the discretion of the Steering Committee, up to two at-large, non-voting members may be invited to participate based on functional needs determined by the committee, such as coordination of municipal and/or state governments or other functions. Committee membership will be reviewed periodically and adjusted as appropriate.

Entities with voting members on the Steering Committee along with their initial appointments (or their designee) are as follows:

1. **City of Asheville:** City Manager, Gary Jackson
2. **Town of Biltmore Forest:** Town Administrator, Jonathan Kanipe
3. **Town of Fletcher:** Town Manager, Mark Biberdorf
4. **City of Hendersonville:** City Manager, John Connet
5. **Town of Laurel Park:** Town Manager, Alison Melnikova
6. **Town of Waynesville:** Town Alderman, Jon Feichter
7. **UNC-Asheville:** Associate Provost, Ed Katz

TERM OF EXISTENCE

Upon completion of this phase of the project, this Steering Committee will be dissolved.

PROCEDURES

- Committee activities – Support for the activities of the Committee will be provided by one of the municipalities, university, or regional council
- Meeting structure – The chairperson or a designee will collect agenda items and circulate agendas in advance of each meeting to ensure informed discussions of scheduled topics.
- Meeting frequency – biweekly during proposal reviews and contract negotiations. The committee will determine modifications to the schedule as needs change.
- Reporting – Each representative will be responsible for reporting back to their governing body.
- Documentation of proceedings – All meetings shall have notes of discussions, recommendations and action items.
- Voting - Decisions will be made by majority vote of the voting membership. Quorum shall consist of a majority of voting Committee members.

The Committee will modify the above procedures or establish additional procedures as appropriate.

SUBCOMMITTEES

The Steering Committee will establish or review the need for subcommittees and create or sunset as they deem appropriate. Initially, two subcommittees will be created:

Technical Evaluation/Advisory Group (TEAG)

Subcommittee Charge: The Technical Evaluation/Advisory Group (TEAG) will serve as the primary work group in support of the Steering Committee. The TEAG will review all vendor proposals as well as the feedback from each of the municipalities' reviews of these documents and provide comparisons across the proposals. They will also recommend vendors to the Steering Committee for negotiation. As negotiations proceed, the TEAG will provide input and guidance to the Vendor Interfacing and Negotiation Group.

The TEAG Subcommittee shall consist of one member from each Steering Committee member entity and any additional members if the Steering Committee determines there is need for specialized expertise. Subcommittee lifetime is anticipated to be 6-18 months, beginning in April 2016.

Vendor Interfacing and Negotiation Group (VING)

Subcommittee Charge: The Vendor Interfacing and Negotiation Group (VING) will provide a single, common interface to vendors through which all communications occur. Furthermore, the VING will negotiate common agreement language, services, coverage areas, and more with selected vendors. They will also recommend contract language to the governing boards and other decision makers with the understanding that certain specific terms and conditions required for local municipal contracts may need to be incorporated separately.

This VING Subcommittee shall consist of up to four (4) members selected by the Steering Committee as needs and expertise dictate, including experience in municipal government management; experience operating large, complex local area networks such as those at research universities; and substantial experience negotiating fiber leases and/or building regional networks. Subcommittee lifetime is anticipated to be 4-6 months beginning in April 2016.

SPECIALIZED EXPERTISE AND OTHER SUPPORT FUNCTIONS

The Steering Committee will review the need for specialized expertise and engage such expertise as deemed appropriate. This expertise could take the form of a working group to provide legal review, engaging one or more individuals who have experience in building gigabit fiber networks, communications expertise, or otherwise. Such specialized expertise is likely to be relevant to specific activities in the project, and so it is anticipated that it will be convened on an ad hoc basis. Likewise, the Steering Committee may determine the need for interim or ongoing assistance in areas such as Project Management, and will incorporate such expertise at the time and in the form it determines.

Mutual Agreement
WestNGN – High Gigabit Broadband

SIGNATORIES

Date: _____

City of Asheville

Town of Biltmore Forest

Town of Fletcher

City of Hendersonville

Town of Laurel Park

Town of Waynesville

UNC - Asheville