

Vermont Interactive Technologies Working Group

Minority Report

Prepared pursuant to Act 58, Section E.602.1 of 2015

January 14, 2016

Submitted by VIT Working Group Members:

Representative Kathy Keenan, VIT Coordinating Council member

Rob Chapman, Executive Director, Onion River Community Access

Compilation:

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Introduction: A valuable component of Vermont's telecommunications infrastructure has been, for nearly three decades, the statewide network known as Vermont Interactive Television (VIT). The public-private partnership was created by the State of Vermont, IBM and New England Telephone in 1988 for the purposes of providing Vermont business, education and government agencies with an enhanced ability to congregate across distances within our rural state. VIT was created first for job skills preparation, soon expanding its scope to continuing education, public participation in government, and to facilitate other business and nonprofit development.

Dismantling the VIT system, as has reportedly already begun, will result in enormous expense should the General Assembly decide to continue some form of statewide videoconferencing operations. This could easily occur after reviewing this report and others forthcoming in the weeks ahead. It is prudent, therefore, to stop the dismantling of VIT studios at this time.

Vermont Interactive Television was formally organized as a Vermont nonprofit corporation in 1996. The trade name *Vermont Interactive Technologies* was registered by VIT in 2012. VIT is widely recognized as a national pioneer in videoconferencing technology. In 2013, the United States Distance Learning Association (USDLA) presented VIT with the 21st Century Award for Best Practices in Distance Learning for *“developing innovative approaches to the delivery of distance learning programs and for demonstrating a capacity to adjust to the evolving nature of the field.”*

A Brief History of VIT: In 1988, IBM, one of Vermont's largest employers, found it difficult to recruit employees who were adequately trained to work at the IBM fabrication plant in Essex Junction, Vermont. Norbie Lavigne of IBM teamed with Vermont Technical College then president, Robert Clarke, and with New England Telephone (NET) to establish Vermont Interactive Television. Computers were donated by IBM, high speed T-1 (1.5 Mbps) telephone circuits were leased from NET, and an operational model was agreed upon to begin the VIT network.

Vermont Technical College (VTC) has remained an essential VIT partner. The main studio and electronics are located at VTC. VSC have also hosted five of VIT's thirteen statewide studio spaces. More than 80% of VIT programming has been produced through VSC. The state college system has also provided administrative support and served as VIT's fiscal agent.

Operations & Technical Capabilities: As the 2015 VIT Working Group's majority report describes, VIT's primary services are the scheduling and operation of facilitated, or managed videoconferencing at 13 sites with studios throughout the State. These studios operate with on-site, technical staff who support training, conferences and public

hearings. In addition, VIT has offered mobile equipment and video bridging options to connect to other videoconferencing systems and services both within Vermont and globally.

The thirteen VIT studio locations are each equipped with one large room, seating up to 28, with four of these sites also having a second smaller room seating between 4 and 8 persons.¹

Benefits of VIT: Since 1988, VIT has enabled Vermonters to conveniently and affordably participate in business meetings, continuing education and public events (e.g., legislative, agency, regulatory and judicial proceedings), all while minimizing travel time, distance and expense within our rural state. VIT also contributes to the larger goals of reducing fossil fuel consumption, carbon emissions and government inefficiency. According to members of the VIT Coordinating Council, VIT is estimated to have saved Vermonters \$4.3 million in travel costs, and many tons of greenhouse gas emissions.

Governance: In 1989, Governor Kunin, by executive order, formed a Coordinating Council for VIT to ensure that the State funds were being used efficiently. (3 V.S.A. App. C. 12, Ex. Order 74, June 2, 1989). The Coordinating Council later became the defacto Board of Directors for the entity. The VIT Coordinating Council remains in existence and, to date, has taken no steps to dissolve VIT as a nonprofit organization.

Funding: Vermont Interactive Television has been supported over the years primarily with state appropriations in combination with significant self generated revenues. The the annual state appropriations are made through VSC as a grant to VIT.

From the years 1988 through 2015, VIT received over \$21 million in state and federal funds. This includes \$3.6 million through the Capital Bill and \$18 million in General Fund appropriations. Between 2004 and 2015, VIT also earned \$3.3 million in revenues.

¹ Seven sites are/were connected with T1 circuits (1.5 Mbps) together costing a total of \$3300/mo. Six sites share local area network (LAN) connections (100 Mbps) provided by the host state or community college. The Montpelier site is served by its own 100 Mbps Sovernet FiberConnect circuit costing \$309/mo.

Approximately \$2 million has been spent on the current, in-service, equipment inventory. The most expensive single component is the Multi-Point Control Unit video switch (MCU) with expansion upgrades. The Polycom RMX 2000 MCU with a second MCM expansion chassis module together cost over \$250,000.

The used Polycom equipment very likely has little resale value on the open market. The numerous Sony and Sharp large screen television displays, microphones, motorized and fixed cameras, etc. do have substantial usefulness both today and in the near future.

In 2014, its most recent, fully funded budget year, VIT's appropriation was \$750,000 from the General Fund for annual operations support.

Clearly, the General Assembly has consistently valued VIT as an important investment for education, economic development and the political engagement of Vermonters. This importance has not changed.

VIT's primary customer has been the Vermont State College system. VIT provided a steep discount on the rates it charged the VSC as it scheduled large blocks of VIT studio time for educational programs, primarily nursing education. As a result, VIT often turned away demand from other customers willing to pay full fare for preferred time slots which would have generated better revenue. VSC scheduled approximately 62% of the VIT capacity for their nursing programs and served as the broker for Vermont Department of Labor, which utilized an additional 20% of VIT capacity.

As early as 2014, VSC began making plans to discontinue its use of VIT entirely and to implement its own videoconferencing platform. The VSC plans however, no longer included any provisions for supporting public hearings or for the systems use by the existing customers of VIT. The Coordinating Council nor the VIT staff were informed of these plans until 2015, after they were well underway, making it nearly impossible to develop contingency plans for a future for VIT without VSC and the Department of Labor as customers.

The Governor's FY16 Budget proposal surprised the VIT staff and Coordinating Council members, recommending that VIT's funding be eliminated entirely.

The Legislature thought otherwise and appropriated \$220,000 from the Capital Bill and a greatly reduced General Fund appropriation to be used for one half year's VIT operations. The administration was also to consider and report back to the legislature on or before January 15, 2016 on the ownership of all property funded in whole or in part by a capital construction act, any possible successor entity and for all costs associated with the dissolution of VIT's operations, with a final decision to be made by the Legislature in 2016. (Act 26, H.492, § 19 and § 34 (2015)).

Act 26 also placed a clear prohibition on VIT's equipment being converted or transferred until after the legislature reconvened in 2016. The Act unambiguously states that "*No State or private entity shall assume ownership of the property until the General Assembly makes this determination.*" (Act 26, H.492, § 34(b) (2015))

In response to the loss of its largest client and the dramatic reduction in funding, the VIT Coordinating Council engaged Tilson Associates in October 2015 to advise the Council on how to most efficiently support videoconferencing services delivery in Vermont.

Tilson's report, dated November 5, 2015, recommended some crucial next steps: to conduct a complete inventory of VIT assets, to precisely document the existing VIT operations and equipment configurations, (completely undocumented prior) and to identify the costs, were the State to continue to operate all, or just a portion of the VIT network.

The VIT Coordinating Council hoped that this research would be useful to the VIT Working Group and the Legislature in 2016. The VIT Working Group did not once meet jointly with the Coordinating Council and neither recommend any further action on the Tilson report.

The VIT Working Group: The Legislature created a VIT Working Group in Act 58 of 2015, to study and to make findings and recommendations regarding VIT and its *"future and to recommend how VIT's organization or assets, or both, should be used to best meet the needs of the Vermont public."* (Act 58 E.602.1 (2015)).

The Working Group was charged by the Legislature to study VIT, including the following:

1. the financial investments made in VIT since its inception;
2. an inventory of VIT assets;
3. any Vermont State Colleges (VSC) plans to develop and operate its own network. and the effect on VIT;
4. an analysis of the primary users of VIT and how best their needs can continue to be met. whether through VIT or another entity;
5. if VIT is to dissolve, the ownership, management, and operations related to its assets.

The VIT Working Group was convened by Administration Secretary Justin Johnson yet suffered a slow start. Difficulties in agreeing on a chair until the third meeting or even holding meetings on a monthly basis as scheduled indicate that there was not adequate organizational capacity to explore the full scope encompassed by the Legislature's charge.

Minority Assessment: It is our opinion that the VIT Working Group did not fully address its charge and, without the benefit of the required study, offers an incomplete report. Nor is there any plan to meet the needs of the remaining VIT users and others who would benefit from a high quality, managed statewide videoconferencing system.

Despite the Working Group's best efforts and individual efforts of the Department of Public Service, they proposed an unfunded, limited capability videoconference solution, to be operated under their own management, with no staffing or technical troubleshooting capacity.

Neither this DPS proposal or the new VSC video classroom plans address the technical requirements for managed public hearings or meetings. Furthermore, it is unclear that these solutions can even be effective for the type of technical-vocational training required by today's employers, as was previously provided by VIT.

It is also important to note that operation of the proposed DPS "cloud based" video conferencing solution lies well outside of the core mission of the DPS--an agency which is already operating at capacity.

What specifically is missing from the VIT Working Group Report?

The VIT Working group was charged to study VIT, including the following:

“(1) the financial investments made in VIT since its inception”

The Working Group obtained from VIT a summary of its historical appropriations and capital investments, with several million dollars in current working equipment. VIT provided this information dating back to 2004. The Joint Fiscal Office researched further the appropriations dating back to 1990. This information, as reported in the Working Group majority report, fails to adequately account for the total investment made by local organizations or Federal funds used in building, marketing, upgrading and operating VIT over almost three decades.

While the totals of State investments in VIT dating back to 1990 include \$3.6 million from the Capital Bill and \$18 million from the General Fund, these numbers still fail to include IBM's original investment of computers as well as the enormous value of in-kind studio space. Other local entities have made substantial, yet unaccounted for investments in VIT as contributions in the form of nominal \$1 annual studio leases for most of the twenty-seven years of VIT's existence. These include Brattleboro Town Hall, Bennington Senior Center, Stafford Technical Center in Rutland, Bellows Free Academy High School and others as well. These VIT studios came about as a result of significant participation and investments by local community leaders who were also caught unaware, with no notice of VIT's surprise elimination of funding or imminent dismantling.

“(2) an inventory of VIT assets”

The Working Group obtained a detailed inventory of equipment assets from VIT staff. But the Working Group then neglected to analyze the remaining useful life of the current equipment. This information is absolutely necessary for planning the capital transition from today’s infrastructure to a next generation videoconferencing system to meet the State’s evolving needs. We believe that a significant portion of this equipment can still be used to provide videoconferencing services, at least until a longer term plan is developed, yet this is not reflected in the DPS proposal nor the Working Group . Nor is there any legal basis for use or transfer of assets from the dismantling of VIT studios to the DPS project prior to a legal dissolution of VIT and/or further legislative action.

“(3) any Vermont State Colleges (VSC) plans to develop and operate its own network and the effect on VIT”

In a VSC memo provided to the Working Group, VSC indicates that the start up expenses for the new video classroom network will be \$384,704, comparing this with about \$150,000 annually that Vermont Technical College currently pays to VIT. Yet VSC has not provided any detailed costs of the additional required staffing, training or network expenses that will be necessary to support the new technology. We suspect that these costs will be embedded within the larger VSC annual budget, making it difficult or impossible to understand the full financial obligation or the true costs of the new system for comparison.

This may explain why VSC provides no details of how it established a rate of \$30/hr for the apprenticeship courses, which represents approximately a 40% reduction from the educational rate VIT charged to the Vermont Department of Labor.

These important details of the true costs of VSC’s new operation of a cloud-based videoconferencing network would have been necessary for the VIT Working Group to develop a complete and informed report to the Legislature.

“(4) an analysis of the primary users of VIT and how best their needs can continue to be met whether through VIT or another entity”

a. The VIT Working Group’s analysis of the primary users of VIT made no attempt to distinguish the different types of users and their different needs. Managed and un-managed video conferencing services require different technical infrastructure and staffing. The DPS proposal and the Working Group majority report does not address in any way these categories of users or the need for facilitated public hearings.

Why is this important? Because conducting video public hearings and meetings requires facilitated videoconferencing features. The DPS proposal cannot meet this need. Orderly public hearings, whether for the Legislature's Budget review and comments, or Quasi-Judicial process such as the Public Service Board, require an on-site technician to conduct manual video switching between cameras and studio locations. This includes the ability to maintain order, when necessary, by muting a microphone or switching the camera back to the moderator.

It is also worth noting that Telemedicine, as defined in statute, requires encrypted video conferencing of all data links in order to comply with Federal HIPAA laws. Additional users, which may require a more robust and secure videoconference technology platform include: Telemedicine, Prisoner visitations, Court arraignments and Parole Hearings.

It is important to emphasize that there are presently no alternative videoconference services available in Vermont suitable to meet the existing and growing needs for managed public hearings from geographically dispersed sites across the State of Vermont.

To date, we are aware of these examples of prior VIT clients that still lack access to services to replace VIT: the Vermont General Assembly - Budget Hearings; the Vermont Public Service Board – Public Hearings on CPGs; the Vermont Department of Public Service - Public Hearings on the Ten Year Telecommunications Plan and Energy Plan, the United States Bankruptcy Court, IBEW and the plumbers apprenticeship training program.

In addition, there are several State entities which, by statute, are authorized, required or otherwise encouraged to provide meaningful public participation and access to public meetings using interactive television, or to promote public engagement in the budget development process or in the design of health care reform programs. These include the Agency of Administration and others such as the Green Mountain Care Board.

An appendix to this Minority Report includes a compiled list of statutory references to public bodies authorized or encouraged to utilize Interactive Television, Video Conferencing and audio and videoconference technologies to conduct meetings as well as to support public participation.

b. The majority report of the VIT Working Group is disconnected from other telecommunications planning and projects. The Report does not make clear that the VIT Working Group in any way considered Vermont's available telecommunications

infrastructure capacities or plans when crafting the proposed new videoconferencing solution.

As noted above, VIT is related to a number of statutory requirements that specify the use of technology to connect far flung Vermonters to public processes. There are a number of important and related state planning efforts,² which, when finally completed, may require even greater videoconference and/or interactive television services for public engagement, education, emergency response or other purposes. These plans are all germane for consideration when defining VIT's next chapter.

c. The true costs of operating the DPS videoconference proposal are not known and thus cannot be set forth in the Majority Report. The Department of Public Service has presented no information on any statutory authority nor a source of funds for the estimated \$200,000 start-up costs in FY16, nor for an operating budget to explain how, for example, a \$4000 a year "stipend", proposed to be offered to each hosting site will be adequate to provide both facilities and staff support, including scheduling, site security and janitorial for an undetermined number of events per year.

For example, ten new sites hosting three meetings a year, each two hours in duration, will require a minimum of 60 hours of studio time, plus staff support. If this an accurate assumption of meeting demand (also not estimated anywhere in the proposal), how is it determined that \$66/ hour is sufficient to support both site expenses and additional network coordinating and scheduling costs?

As the DPS proposal incorporated into VIT Working Group report does not reveal any source of available funds to be used to set up the proposed videoconferencing network prior to a self-imposed deadline of January 15, 2016, greater legislative oversight is clearly in order.

“(5)... if VIT is to dissolve, the ownership, management, and operations related to its assets”

The VIT Working Group Report does also not address questions pertinent to the dissolution of VIT. No analysis was reviewed by the VIT Working Group of the required procedure and statutory restrictions on disposing of the VIT assets. There are significant unanswered legal questions about VIT's required procedures to dispose of these

² These include the Vermont Healthcare IT Plan last updated in 2010, the DII Five Year Strategic IT Plan and the Vermont Ten Year Telecommunications Plan.

assets, other than to another nonprofit of similar purpose, under Vermont law. Further legal analysis is required on this issue.

An Alternative Proposal

If VIT is dismantled, it could take several years and millions of dollars to reassemble and revive a comparable service. VIT's unique scheduling, management, operations, web streaming and recording features will not be easily or inexpensively replicated.

We therefore recommend an alternative approach to the Working Group's majority report and the DPS concept.

We believe it necessary to focus on maintaining affordable, statewide public access to managed video conference technology, at a minimum, for public hearings, meetings and vocational training.

The alternate proposal would convene an immediate and coherent planning process for a videoconferencing network that would support both managed and un-managed videoconferencing services for Vermonters and move VIT or its successor entity toward a more sustainable funding model and a forward-looking technology infrastructure.

We recommend that the Committees of Jurisdiction direct the VIT Coordinating Council to complete the following tasks, possibly under the existing engagement with Tilson Associates:

a. Complete the Needs Assessment of VIT's customers and potential partners:

Define and distinguish the applications and customers' requirements for those requiring peer-to-peer laptop based, vs. cloud switched services, and small group meetings vs. large managed public hearing services. Collect information about each user's' projected number and size of events for FY16-17 meeting requirements. Seek specifically to identify opportunities for collaboration, co-location, shared procurement of equipment, documentation, training and support services.

Prospective Partners/Clients include:

- State of Vermont Executive Branch Agencies
- State of Vermont Judicial Branch, i.e. video arraignments
- State of Vermont Corrections Department, i.e. prisoner visitation

- State of Vermont Legislative Branch, i.e. public hearings and Statehouse overflow for large attendance events.
- Vermont Health Care facilities and networks such as UVM Medical Center as well as those in neighboring states, i.e. Dartmouth Hitchcock Medical Center.
- Non Governmental Organizations (NGOs) providing client services
- Primary, secondary schools and continuing education.
- Town Officers Training Program and continuing education (VLCT)
- Federal, State, and Municipal public safety agencies
- Federal, State, and Municipal environmental protections agencies
- Federal, State, and Municipal emergency response agencies
- Access Media Organizations providing public access media/training

b. Investigate, Design and Prepare a Budget for a Networked Solution that reconnects existing VIT equipment with higher speed (1 Gbps) circuits provisioned under the State's contract with Sovernet and others, capable of providing Layer 2 routing. It would be prudent to determine if the Vermont Department of Information & Innovation can be a partner in the installation and funding of these circuits. It will also be important to determine the capacity and pricing of other local telecommunications providers for short and long term network capacity.³

c. Research Relevant National Models to inform longer term planning

Innovative projects such as the NSF funded videoconferencing grant to OneCommunity in Cleveland, Ohio point to the future for connected collaboration through high-definition, high-fidelity video conferencing. Their next-generation model is capable of providing managed video conferencing using high bandwidth (1 Gbps) connections and inexpensive Mac or Windows computers, HD webcams and echo-cancelling microphones.

We can learn a great deal from comparable projects across the United States and inform our own thinking about how to support facilitated, point to multi-point public hearings, making use of our abundant fiber optic infrastructure, while also promoting Vermont as a modern and well-equipped place to do business.

³ For example, ECFiber has offered to host the VIT MCU and control electronics at no cost and to provide 1Gbps bandwidth to a new hosting studio location such as the Randolph Regional Tech Center, Gifford Hospital or the Chandler Theater. Additional inquiries can be made of Sovernet, Franklin, Waitsfield, VTel, BT, Topsham, and Shoreham of the same possibility for contributed fiber connectivity and pricing.

d. Issue and Evaluate responses to an RFP to Vermont nonprofit organizations for the Construction, Operation and Governance of a Statewide Managed

Videoconferencing Network. Once the prior described planning steps have been taken, an RFP can solicit proposals from interested organizations to assume ownership and management of VIT's remaining useful assets. Prospective respondents would include organizations such as the 25 statewide public, educational and government cable access organizations, local vocational schools or, perhaps even, the Vermont State Colleges.

e. Prepare a Funding Proposal to the Legislature for consideration during the FY16 Session. With a fully vetted proposal selected for reassembly, operation and governance of a statewide managed videoconferencing network, the Legislature can then consider how to make the most of the VIT investments while providing funding for a forward-looking, cost-effective next generation managed videoconferencing system for Vermont.

Conclusion: If the demise of VIT can result in something positive, it would be the start of an earnest and comprehensive research and planning effort to develop an integrated, cost-efficient, shared public network for Vermont that supports public engagement and participation, education, telemedicine, economic development, the arts as well as the streamlined delivery of government services.

In this way, we believe that we can achieve the goal of providing a platform for connected collaboration that supports our unique and vibrant form of Vermont democracy.

Thank you for your consideration.

Appendices

Appendix 1 - 2015 Budget Bill section creating VIT Working Group

Appendix 2 - 2015 Capital Bill sections re: VIT

Appendix 3 - 1989 Executive Order 74 Creating VIT Coordinating Council

Appendix 4 - 1990 Executive Order 74A AMENDED “continue and expand..”

Appendix 5 - 1994 Executive Order 08-94 Telecommunications Technology Council

Appendix 6 - 2013 Executive Order VIT Coordinating Council

Appendix 7 - 1996 Articles of Incorporation for Vermont Interactive Television

Appendix 8 - VSC/Yasmine Zeisler memo to VIT working group re: costs

Appendix 9 - Statutory references: ‘public participation’
‘interactive television’, ‘videoconference’, ‘video conference’

Appendix 10 - Wasserman Memo to Rep. Kathleen Keenan Re: Dissolution

Appendix 1- VIT Working Group Enabling Legislation

Sec. E.602.1 VERMONT INTERACTIVE TECHNOLOGIES; WORKING GROUP; REPORT

(a) Creation. There is created a Vermont Interactive Technologies (VIT) working group to study and make findings and recommendations regarding VIT and its future; specifically, how VIT's organization or assets, or both, should be used to best meet the needs of the Vermont public. The working group shall be composed of the following members:

- (1) A representative of Vermont Interactive Technologies;
- (2) The Secretary of Administration or designee;
- (3) The Commissioner of Public Service or designee;
- (4) The Secretary of Commerce and Community Development or designee;
- (5) The Commissioner of Labor or designee;
- (6) A representative of Vermont State Colleges;
- (7) A representative of Vermont Access Network;
- (8) A representative of the Vermont Council on Rural Development;
- (9) A representative of the Department of Libraries;
- (10) A member of the General Assembly jointly appointed by the Speaker of the House and the President Pro Tempore of the Senate.

(b) Powers and duties. The working group shall study VIT, including the following:

- (1) the financial investments made in VIT since its inception;
- (2) an inventory of VIT assets;
- (3) any Vermont State Colleges (VSC) plans to develop and operate its own network, and the effect on VIT;
- (4) an analysis of the primary users of VIT and how best their needs can continue to be met, whether through VIT or another entity;
- (5) if VIT is to dissolve, the ownership, management, and operations related to its assets.

(c) Assistance. The VIT working group shall have the administrative, technical, and legal assistance of the Office of the Legislative Council and the Joint Fiscal Office.

(d) Report. On or before October 1, 2015, the working group shall submit a written report to the General Assembly with its findings and recommendations for legislative action regarding VIT.

(e) Meetings.

- (1) The Secretary of Administration or designee shall call the first meeting of the working group.
- (2) The working group shall select a chair from among its members at the first meeting.
- (3) A majority of the membership shall constitute a quorum.
- (4) The working group may meet up to six times.
- (5) The working group shall cease to exist on December 1, 2015.

(f) Reimbursement.

- (1) For attendance at meetings during adjournment of the General Assembly, legislative members of the working group shall be entitled to per diem compensation and reimbursement of expenses pursuant to 2 V.S.A. § 406.
- (2) Other members of the working group who are not employees of the State of Vermont and who are not otherwise compensated or reimbursed for their attendance shall be entitled to compensation and reimbursement of expenses pursuant to 32 V.S.A. § 1010.

Appendix 2- Capital Bill sections re: VIT

Sec. 34. VERMONT INTERACTIVE TECHNOLOGIES

(a) On or before January 15, 2016, the Secretary of Administration and the Executive Director of the Vermont Interactive Technologies (VIT), or its successor entity, shall examine and submit a report to the House Committee on Corrections and Institutions and the Senate Committee on Institutions on the ownership of all VIT property funded in whole or in part by a capital construction act.

(b) During the 2016 legislative session, the General Assembly shall determine the ownership of VIT's property based on the report described in subsection (a) of this section. No State or private entity shall assume ownership of the property until the General Assembly makes this determination.

Sec. 19. VERMONT INTERACTIVE TECHNOLOGIES

\$220,000.00 is appropriated in FY 2016 to the Vermont State Colleges on behalf of Vermont Interactive Technologies (VIT) for all costs associated with the dissolution of VIT's operations.

Total Appropriation – Section 19	\$220,000.00
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Appendix 3 - 1989 Executive Order re: VIT Coordinating Council

Executive Order No. 74

[Council for Vermont Interactive Television]

WHEREAS, it is the policy of the State of Vermont to extend learning opportunities to all citizens regardless of geographic location; and

WHEREAS, the use of interactive television for remote teaching applications has been successfully demonstrated by Vermont Technical College; and

WHEREAS, a joint private-public initiative is proposed to coordinate and expand the existing interactive television network.

NOW, THEREFORE, BE IT RESOLVED THAT I, Madeleine M. Kunin, by virtue of the authority vested in me as governor, do hereby establish a coordinating council for Vermont Interactive Television. The coordinating council shall be composed of the following members:

Mr. Paul Lacouture, Vice President of New England Telephone for Vermont, to represent private business;

Dr. Charles Bunting, Chancellor of the Vermont State Colleges, to represent the education community;

Dr. Patricia Thomas, Commissioner of the Department of General Services, to represent state government.

The council shall meet periodically and shall:

A. Make recommendations to the Secretary of Administration and to the operating manager of Vermont Interactive television concerning:

1. policy for overall system usage and development;
2. priorities for operational scheduling;
3. evaluation of system performance;
4. future development and/or system expansion;
5. budgetary information and requirements;
6. future governance of Vermont Interactive television;
7. development of funding alternatives;
8. maintain liaison with appropriate legislative offices and annually advise me and the General Assembly on the process and achievements of Vermont Interactive Television.

Administrative support will be furnished to the council by the General Services Department and the Vermont State Colleges.

This Executive Order takes effect upon signing.

Dated June 2, 1989.

Appendix 4 - Executive Order 74A of 1990 Amended

“Continue and Expand a Coordinating Council for Vermont Interactive Television”

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AMENDED
STATE OF VERMONT
Executive Department
EXECUTIVE ORDER

WHEREAS, it is the policy of the State of Vermont to extend learning opportunities to all citizens regardless of geographic location; and

WHEREAS, the use of interactive television for remote teaching applications has been successfully demonstrated at multiple locations throughout the state since January 1988; and

WHEREAS, joint private-public sponsorship has been initiated to coordinate the existing interactive television network.

NOW, THEREFORE, BE IT RESOLVED THAT I, Madeleine M. Kunin, by virtue of the authority vested in me as governor, do hereby continue and expand a coordinating council for Vermont Interactive Television. The coordinating council shall be composed of the following members:

two representatives of the business community, appointed by the Governor;

two representatives of the education community, appointed by the Governor;

a member of the Vermont House of Representatives appointed by the Speaker of the House;

a member of the Vermont Senate appointed by the Committee on Committees; and

one public member.

Additional appointments shall be made by the Governor to fill vacancies or to respond to other critical needs.

The council shall meet periodically and shall:

A. Make recommendations to the Secretary of Administration and to the operating manager of Vermont Interactive television concerning:

1) policy for overall system usage and development;

2) priorities for operational scheduling;

3) evaluation of system performance;

- 4) future development and/or system expansion;
- 5) budgetary information and requirements;
- 6) future governance of Vermont Interactive television;
- 7) development of funding alternatives;
- 8) maintain liaison with appropriate legislative offices and annually advise me and the General Assembly on the process and achievements of Vermont Interactive Television.

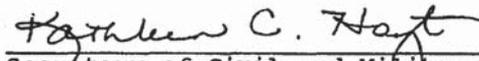
Administrative support will be furnished to the council by the Agency of Administration and the Vermont State Colleges, as required.

This Executive Order takes effect upon signing.

WITNESS MY NAME HEREUNTO
subscribed and the Great
Seal of the State of
Vermont hereunto affixed
at Montpelier this 28
day of Nov., A.D., 1990.


Governor

By the Governor:


Secretary of Civil and Military Affairs

Executive Order # 74A

Appendix 5 - Executive Order 08-94 of 1994

Telecommunications Technology Council of Vermont

EXECUTIVE ORDERS

EXECUTIVE ORDER NO. 08-94

WHEREAS, it is essential that the state of Vermont create and continually review a long-term economic development plan to address the economic needs and desires of Vermonters, to create jobs for the benefit of Vermonters now and in the future and to meet the competitive realities of the global economy; and

WHEREAS, as part of the development of this plan, it is essential that the public and private sectors develop an action plan for long-range development and job creation, and that the views of Vermonters from business, higher education and state government be solicited; and

WHEREAS, coordinated development of a modern telecommunications network is crucial to the success of the state's long-term economic prosperity.

NOW THEREFORE, BE IT RESOLVED THAT I, Howard Dean, by virtue of the power vested in me as Governor, do hereby create the Telecommunications Technology Council of Vermont to ensure collaboration in developing Vermont's information infrastructure. The composition and duties of the Telecommunications Technology Council of Vermont shall be as follows:

1. The Council will have the mission to:

To the greatest extent possible, ensure telecommunications linkages among stakeholders for universal connection to the information highway;

Ensure that basic principles of interconnectivity, community access, equity, affordability and efficient utilization of resources will be pursued;

Coordinate policy and avoid duplicative investments.

2. The responsibility of the Council is to advise the Governor on matters related to telecommunications technology planning, development and funding by:

Bringing together various public, private and nonprofit stakeholders with an interest in developing telecommunications technology;

Developing a vision and plan for the development of telecommunications technologies in Vermont that are closely linked to the Vermont Ten-Year Telecommunications Plan, the Science and Technology Plan being developed by the Vermont Technology Council, the goals of the Vermont Economic Progress Council and the Human Resources Investment Council, and the goals of other organizations as appropriate.

3. The Council shall consist of 16 members: the Governor or the Governor's designee, the Secretary of Development & Community Affairs, the Chief Information Officer, the Commissioner of Education, the Commissioner of Public Service, the Commissioner of General services, the State Librarian, a representative of the Vermont Higher Education Council, a member of the business community appointed by the Governor, a health-care professional appointed by the Governor, a representative of municipalities appointed by the Governor, a representative of Vermont Educational Television, a representative of Vermont Interactive Television, one member from the Senate and one member from the House, selected by the Committee on Committees and the Speaker respectively, and a member of the public at-large appointed by the Governor.

4. The Council shall be attached to the Office of Policy Research and Coordination, in the Governor's office, for administrative support.

5. The Council shall establish a Technical Advisory Group to consist of the Division of Communications and Information Technology, the Interagency Systems Advisory Council, Vermont Interactive Television, the Vermont Institute for Science, Math and Technology, the Department of Public Service and Vermont Educational Television.

This Executive Order shall take effect upon signing.

Dated: May 10, 1994

Appendix 6 - Executive Order 6-13 - 2013

Coordinating Council for Vermont Interactive Technologies

Scanned original of the 2 pages

STATE OF VERMONT
EXECUTIVE DEPARTMENT
EXECUTIVE ORDER NO. 06-13

[Coordinating Council for Vermont Interactive Technologies]

WHEREAS, it is the policy of the State of Vermont to extend learning opportunities to all citizens regardless of geographic location; and

WHEREAS, the use of interactive technology for remote teaching applications has been successfully demonstrated at multiple locations throughout Vermont since 1988; and

WHEREAS, a joint private-public sponsorship coordinates Vermont's interactive technology network.

NOW, THEREFORE, BE IT RESOLVED THAT I, Peter Shumlin, by virtue of the power vested in me as Governor, do hereby rename the "Coordinating Council for Vermont Interactive Television" the "Coordinating Council for Vermont Interactive Technologies," and reconstitute the Council as follows:

I. Composition and Appointments

The Council shall be composed of two representatives of the business community, appointed by the Governor; two representatives of the education community, appointed by the Governor; two representatives of the non-profit community, appointed by the Governor; a member of the Vermont House of Representatives, appointed by the Speaker of the House; a member of the Vermont Senate, appointed by the Committee on Committees; and a representative of the Administration, appointed by the Governor.

Additional appointments shall be made by the Governor to fill vacancies or to respond to other critical needs.

II. Council Process and Charge

The Council shall meet periodically and shall make recommendations to the Secretary of Administration and to the Executive Director of Vermont Interactive Technologies concerning:

- A. policy for overall system usage and development;
- B. priorities for operational scheduling;
- C. evaluation of system performance;

- D. future development and/or system expansion;
- E. budgetary information and requirements; and
- F. development of funding alternatives.

In addition, the Council shall maintain liaisons with appropriate legislative offices and annually advise the Governor and the General Assembly on the process and achievements of Vermont Interactive Technologies.

Administrative support will be provided by the Agency of Administration and the Vermont State Colleges as required.

III. Effective Date

This Executive Order shall take effect upon signing and shall expire on September 15, 2019.

This Order supersedes Executive Order 10-94 (codified as No. 16-2).

Dated July 10th, 2013



A handwritten signature in black ink, appearing to be "Peter Shumlin", written over a horizontal line.

Peter Shumlin
Governor

Executive Order No. 06-13

Appendix 7 - 1996 Articles of Incorporation for Vermont Interactive Television

Scanned original of the VIT Articles of Incorporation obtained from:
Vermont Secretary of State - Archives Division -

3 pages



VERMONT SECRETARY OF STATE
 Location: 81 River Street Mail: 109 State Street
 Montpelier, VT 05609-1104 (802) 828-2386

N 9248

ARTICLES OF ASSOCIATION (non-profits and cooperatives)

Corporate name Vermont Interactive Television
 (the word cooperative must be used if the corporation is incorporating as a cooperative)

Name of registered agent Judith Irving

A registered agent is an individual or a domestic or foreign corporation, profit or non-profit, whose business office is identical to the address of the registered office. The registered office must be located in Vermont. A registered agent receives various kinds of legal notices, including service of process for the corporation. A corporation cannot act as its own registered agent.

Address of registered office Vermont Technical College, Randolph Center VT 05061
 (street; not PO Box of place of business) (city) (zip)

The period of duration shall be (if not perpetual so state) _____

Please check the box that applies for your corporation:

- Non-profit corporation (T.11, Ch. 19, Sec. 2351-2619) Cooperative Marketing Act (T.11, Ch. 7, Sec. 991-1031)
- Worker Cooperative (T.11, Ch. 8, Sec. 1081-1092) Cooperative Housing Ownership Act (T.11, Ch. 14, Sec. 1581-1609)

Operating year end June 30 Dec. 31st shall be designated if one is not given.

DIRECTORS: Non-profit corporations must have at least 3 directors.
 Marketing cooperatives must have at least 5 directors.
 Worker cooperatives are governed under T.11A; no set number of directors.
 Housing cooperatives must have at least 3 directors.

Names and complete addresses of the individuals who will serve as the initial board of directors:

See attached list of current members of the
 name and address VIT Coordinating Council appointed by
The Governor by Executive Order 74A.
 name and address _____
 name and address _____
 name and address _____
 name and address _____

NUMBER OF SHARES AUTHORIZED: (IF STATUTE ALLOWS) Non-profits governed by T.11, Ch. 19 cannot authorize shares.

Please refer to the appropriate statute to determine whether additional information is required to be included in your articles. Corporations wishing to obtain tax exempt status from the Internal Revenue Service may want to include certain provisions required by the IRS in their original articles.

07-02-96

PURPOSES: Vermont Interactive Television is a statewide distance learning and videoconferencing network developed to make education and training more accessible in all parts and enhance communications of educational, governmental, non-profit and business organizations.

NON-PROFIT CORPORATIONS UNDER T.11, CH.19, ARE REQUIRED TO FILE STATUS REPORTS EVERY 5 YEARS. THE SECRETARY OF STATE WILL SEND NOTICE WHEN IT IS DUE. COOPERATIVES CHARTERED AS "PROFIT" ARE REQUIRED TO FILE A REPORT EACH YEAR AT THE CLOSE OF ITS FISCAL YEAR END.

One or more persons of majority age (18) may act as incorporator by signing below. At least one of the incorporators in a non-profit corporation under T.11, chapter 19 shall be a resident of Vermont.

✓ VT incorporators signature Rita J. Cook

Address of VT resident

Incorporators signature

Address

- FEES** \$35.00 - Non-profit corporation, T.11, Ch.19
\$35.00 - Worker Cooperative, T.11, Ch.8
\$35.00 - Cooperative Housing Ownership Act, T.11, Ch.14
\$20.00 - Cooperative Marketing Act, T.11, Ch.7

This document must be typewritten or printed and filed in duplicate.

OFFICE OF SECRETARY OF STATE
FILED
JULY 2, 1996
James F. Miles

96 JUN 18 AM 8-30
SECRETARY OF STATE
VERMONT
fee of \$35.00 has been paid.

~~Private Conference~~
~~898-3330 Fax meeting info to~~

VERMONT INTERACTIVE TELEVISION
COORDINATING COUNCIL

Judith D. Hastings *
Program Manager
Vermont Interactive Television
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President
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Representative Kathy Keenan
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(H) 524-5013
FAX: 828-2424

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15 Blondin Circle
Burlington, VT 05401
(H) 863-5116
(W) 862-5727

Raymond J. McNulty
Superintendent of Schools
Windham SE Supervisory Union
15 Green Street
Brattleboro, VT 05301-3049
(W) 254-3730 or 3731
(H) 257-5472
FAX: 254-3733

Barbara Grimes
Commissioner of Housing &
Community Affairs
109 State Street
Montpelier, VT 05609
(W) 828-3217
(H) 658-2901
FAX: 828-2928

Senator Jack Barry
14 Green Dolphin Drive
South Burlington, VT 05403
(W) 1-800-322-5616
(H) 862-4457
FAX: 828-2424

*Dr. Clarke and Ms. Hastings are not members of the Coordinating Council but attend all meetings.

Appendix 8 - Vermont State Colleges / Yasmine Zeisler Memo to VIT Working Group Re: Costs

1. What kind of distance-learning technology do you currently use?

The Vermont State Colleges (VSC) currently offers online and hybrid courses utilizing its existing network infrastructure and an open-source learning management system, Moodle. The Moodle platform is available for all courses, not only online and hybrid delivery courses, across the system. As part of routine VSC system IT infrastructure development, faculty and students will soon all have access to Office365, which includes such features as Skype and OneDrive. This summer, Vermont Tech IT staff began testing and installing new equipment to support distance-learning courses in five of its locations: Bennington, Brattleboro, Randolph, Williston, and Rutland. The setup includes multiple cameras allowing for closeup and wide-angle views, flat-panel touchscreen displays, student-activated microphones, and a portable microphone for faculty. The system is also designed to be used flexibly with multiple kinds of videoconferencing and lecture capture software, including programs like Skype, AdobeConnect, and Vidyo, and it will be used in conjunction with Moodle, the existing VSC learning management system. Such flexibility will allow faculty and students to use the best technology for their particular teaching and learning needs. Six additional locations around the state have been identified—Newport, Springfield, Lyndonville, Middlebury, St. Albans, and White River Junction.

Vermont Tech is working with VSC and other educational partners to identify options for sharing classroom spaces in these locations in order to complete its transition by the end of December 2015.

2. What are/were the start-up costs for such technology and what are the total/projected ongoing operational and maintenance costs?

The current budget estimate for the one-time transition cost for Vermont Tech's new distance learning setup is \$384,704. This compares with about \$150,000 annually that Vermont Tech currently pays in user fees to VIT. Even assuming conservative replacement cycles on equipment and part-time IT staff expansion, Vermont Tech's projection is that even if the state continued to fund VIT, the conversion will be advantageous in the long-run, given the significant potential for expanding usage of these classrooms beyond the nursing program without incurring more per-hour cost as under the VIT model. Last year, CCV and Castleton also piloted several distance-learning courses. These pilot courses were conducted on a limited basis without investment in additional classroom equipment beyond that currently in use (laptops and projectors) at each institution.

3. What technology do you plan to offer in the future and at what cost?

The VSC expects to continue to offer online, hybrid, and distance learning courses utilizing current, scalable technologies as they become available. VSC IT services, including its network, enterprise information system, and learning management system are consolidated at the system level to reduce costs.

4. What technology, if any, have you offered but discontinued? (Why was it discontinued and how much was invested?)

In recent years, within the VSC, only Vermont Tech has used the VIT system for course delivery. VSC analysis of VIT's client hours data shared with the VIT Working Group for all of 2014 shows 60% of total VIT usage was for Vermont Tech courses. An additional 22% of total VIT usage was for Department of Labor apprenticeship programs. In contrast to VIT, we expect the new distance-delivery system under development at Vermont Tech will not incur ongoing costs for on-site technicians, it uses more universally compatible technologies, it is installed in classrooms that retain multipurpose functionality, and it will operate within the VSC's existing network capacity.

5. Who are the current (past, future, as applicable) users of your technology and what are (were or will be, as applicable) the user costs of the technology?

The VSC system-level technologies are, have been, and will be available to all users affiliated with the VSC. Distance learning equipment, like all institutional resources at each VSC institution, is available to other users by prior arrangement. The Department of Labor will begin using Vermont Tech's new distance learning sites to support electrical and plumbing apprenticeship courses beginning in January 2016. Vermont Tech has established a rate of \$30 per hour for the apprenticeship courses, which represents approximately a 40% reduction from the VIT educational rate charged to the Department of Labor.

**Appendix 9 – Selected Statutory references to: ‘public participation’
‘interactive television’, ‘videoconference’, ‘video conference’**

‘public participation’

§ 306a. Purpose of the State budget

<http://legislature.vermont.gov/statutes/section/32/005/00306a>

(e) Revenue measures shall also be based on the principles of sustainability and stability. The administration shall develop budget and revenue proposals as part of a transparent and accountable process with direct and meaningful participation from Vermont residents.

§ 8724. Principles of service

<http://legislature.vermont.gov/statutes/section/18/204A/08724>

(7) Community participation. When people with disabilities are segregated from community life, all Vermonters are diminished. Community participation is increased when people with disabilities meet their everyday needs through resources available to all members of the community.

* * *

(9) Accessibility. Services must be geographically available so that people with developmental disabilities and their families are not required to move to gain access to needed services, thereby forfeiting natural community support systems.

§ 9405a. Public participation and strategic planning

<http://legislature.vermont.gov/statutes/section/18/221/09405a>

Each hospital shall have a protocol for meaningful public participation in its strategic planning process for identifying and addressing health care needs that the hospital provides or could provide in its service area. Needs identified through the process shall be integrated with the hospital's long-term planning. The process shall be updated as necessary to continue to be consistent with such planning and capital expenditure projections, and identified needs shall be summarized in the hospital's community report.

§ 9405b. Hospital community reports

<http://legislature.vermont.gov/statutes/section/18/221/09405b>

(7) The hospital's process for achieving openness, inclusiveness, and meaningful public participation in its strategic planning and decision-making.

* * *

(11) Information on membership and governing body qualifications, a listing of the current governing body members, and means of obtaining a schedule of meetings of the hospital's governing body, including times scheduled for public participation.

'interactive television'

<http://legislature.vermont.gov/statutes/section/08/107/04062b>

4062b. Medicare supplemental health insurance

(c)(3) excerpt

The hearing shall be noticed and held at a time and place so as to facilitate public participation, and shall be recorded and become part of the record before the commissioner. In the commissioner's discretion, **the hearing may be conducted through interactive television.**

<http://legislature.vermont.gov/statutes/section/18/221/09405>

9405. State Health Plan; Health Resource Allocation Plan

(b)(3)

(3) The Board, with the Green Mountain Care Board General Advisory Committee, **shall conduct at least five public hearings**, in different regions of the State, on the Plan as proposed and shall give interested persons an opportunity to submit their views orally and in writing. To the extent possible, **the Board shall arrange for hearings to be broadcast on interactive television.** Not less than 30 days prior to any such hearing, the Board shall publish in the manner prescribed in 1 V.S.A. 174 the time and place of the hearing and the place and period during which to direct written comments to the Board. In addition, the Board may create and maintain a website to allow members of the public to submit comments electronically and review comments submitted by others.

<http://legislature.vermont.gov/statutes/section/03APPENDIX/016/00005>

EO16-5. (No. 06-13) [Coordinating Council for Vermont Interactive Technologies

<http://legislature.vermont.gov/statutes/section/03APPENDIX/016/00002>

EO16-2. (No. 10-94) [Coordinating Council for Vermont Interactive Television

"Videoconference"

<http://legislature.vermont.gov/statutes/section/28/007/00502>

502. Parole interviews and reviews

(a) The board shall interview each inmate eligible for parole consideration under section 501 of this title before ordering the inmate released on parole. The board shall consider all pertinent information regarding an inmate in order to determine the inmate's eligibility for parole. The board may grant parole only after an inmate is interviewed in accordance with this section. **The parole board may conduct the interview in person, by telephone or videoconference**, or by any other method it deems appropriate.

"Teleconference"

<http://legislature.vermont.gov/statutes/section/15/011/00685>

685. Testimony and evidence

Upon motion of a deploying parent, provided reasonable advance notice is given and good cause shown, **the court shall allow such parent to present testimony and evidence by electronic means** with respect to parental rights and responsibilities or parent-child contact matters instituted under this section when the deployment of that parent has a material effect on his or her ability to appear in person at a regularly scheduled hearing. **The phrase "electronic means" includes communication by telephone or video teleconference.**
(Added 2009, No. 69 (Adj. Sess.), 2, eff. March 3, 2010.)

<http://legislature.vermont.gov/statutes/section/33/049/04916a>

4916a. Challenging placement on the Registry

(e) At the administrative review conference, the person who requested the review shall be provided with the opportunity to present documentary evidence or other information that supports his or her position and provides information to the reviewer in making the most accurate decision regarding the allegation. The Department shall have the burden of proving that it has accurately and reliably concluded that a reasonable person would believe that the child has been abused or neglected by that person. Upon the person's request, **the conference may be held by teleconference.**

<http://legislature.vermont.gov/statutes/section/33/049/04916c>

4916c. Petition for expungement from the Registry

(c) At the review, the person who requested the review shall be provided with the opportunity to present any evidence or other information, including witnesses, that supports his or her request for expungement. Upon the person's request, **the review may be held by teleconference.**

<http://legislature.vermont.gov/statutes/section/04/001/00027>

27. Court technology special fund

(1) The acquisition and maintenance of software and hardware needed for case management, electronic filing, a electronic document management system, and the expense of implementation, including training.

(2) The acquisition and maintenance of **electronic audio and video court recording and conferencing equipment.**

(3) The acquisition, maintenance, and support of the judiciary's information technology network, including training. (Added 2007, No. 65, 61; amended 2007, No. 192 (Adj. Sess.), 6.026.)

<http://legislature.vermont.gov/statutes/section/04/001/00037>

37. Venue

(3) The use of technology to ease travel burdens on citizens and the courts should be promoted. For example, venue requirements should be deemed satisfied for some court proceedings when a person, including a judge, **makes an appearance via video technology**, even if the judge is not physically present in the same location as the person making the appearance. (Added 2009, No. 154 (Adj. Sess.), 9.)

<http://legislature.vermont.gov/statutes/section/04/019/00803>

803. Electronic recording equipment

(a) Subject to any rules prescribed by the supreme court pursuant to law, electronic sound or **sound and video recording equipment** may be used for the recording of any superior court or judicial bureau proceeding, testimony, objections, rulings, exceptions, arraignments, pleas, sentences, statements, and remarks made by any attorney or judge, oral instructions given by the judge, and any other judicial proceedings to the same extent as any recording by a stenographer or reporter permitted or required under existing statutes.

<http://legislature.vermont.gov/statutes/section/04/027/01001>

1001. Environmental division

(e) Evidentiary proceedings in the environmental division shall be held in the county in which all or a portion of the land which is the subject of the appeal is located or where the violation is alleged to have occurred, unless the parties agree to another location; provided, however, that the environmental judge shall offer expeditious evidentiary hearings so that no such proceedings are moved to another county to obtain an earlier hearing. Unless otherwise ordered by the court, all nonevidentiary **hearings may be conducted by telephone or video conferencing using an audio or video record**. If a party objects to a telephone hearing, the court may require a personal appearance for good cause.

<http://legislature.vermont.gov/statutes/section/06/204/03306>

3306. Licensing

(e) The Secretary may, after notice and opportunity for hearing, refuse to grant, suspend, or revoke a license, may impose terms or conditions for operation under a license, **including video monitoring**, or may take any other action which he or she deems appropriate concerning any license, if he or she determines that any false statement was made in the application or if he or she finds that there is any failure to comply with this chapter or the rules made under it.

<http://legislature.vermont.gov/statutes/section/06/207/04606>

4606. Vermont Working Lands Enterprise Board

(e) Quorum; meetings; voting. A majority of the sitting members shall constitute a quorum, and action taken by the Board may be authorized by a majority of the members present and voting at any regular or special meeting at which a quorum is present. The Board may permit any or all directors to participate in a regular or special meeting by, **or conduct the meeting through the use of, any means of communication, including an electronic, telecommunications, and video- or audio-conferencing conference telephone call, by which all members participating may simultaneously or sequentially communicate with each other during the meeting**. A member participating in a meeting by this means is deemed to be present in person at the meeting.

<http://legislature.vermont.gov/statutes/section/08/107/04100k>

4100k. Coverage of telemedicine services

(4) "Telemedicine" means the delivery of health care services such as diagnosis, consultation, or treatment through the use of **live interactive audio and video over a secure connection that complies with the requirements of the Health Insurance Portability and Accountability Act of 1996**, Public Law 104-191. Telemedicine does not include the use of audio-only telephone, e-mail, or facsimile. (Added 2011, No. 107 (Adj. Sess.), 1, eff. Oct. 1, 2012; amended 2013, No. 79, 15, eff. Jan. 1, 2014.)

Appendix 10- Wasserman Memo to Rep. Kathleen Keenan Re: Dissolution

From: Rebecca Wasserman <RWasserman@leg.state.vt.us>

Date: November 20, 2015 at 8:12:49 PM EST

To: Kathleen Keenan <KKEENAN@leg.state.vt.us>

Cc: Abby Shepard <AShepard@leg.state.vt.us>

Subject: Research request on dissolution of VIT

Representative Keenan,

I was assigned your research request regarding how VIT can be dissolved. The legal requirements for dissolution of a nonprofit are set forth in 11B VSA chapter 14, which authorizes three ways in which a nonprofit may dissolve: 1) voluntarily, 2) involuntarily, or 3) by judicial dissolution. For the purposes of your request, voluntary dissolution most appropriately reflects the type of dissolution that VIT will be undergoing.

SUMMARY OF EACH TYPE OF DISSOLUTION:

Voluntary dissolution may be carried out by the incorporators, directors or members, depending on the organization of the nonprofit. Prior approval must be obtained before dissolution is begun, either following the process set out in the nonprofits articles or bylaws, or by meeting the legal voting thresholds for directors or members. Notice must be given to directors or members of any meetings to decide on dissolution. A plan must be drawn up that states who will receive these assets after all of the creditors have been paid. Once approval has been given, the articles of dissolution must be delivered to the Secretary of State.

Involuntary dissolution is an administrative process, which the Secretary of State carries out when the nonprofit has not met its filing duties.

Judicial dissolution occurs when the court is asked to dissolve the nonprofit. This can be requested by: the attorney general; nonprofit members, directors or any person specified in the articles; a creditor; or by the nonprofit itself when it wishes to continue its voluntary dissolution under court supervision. Each request must be based on certain grounds such as fraud, waste or the inability of the nonprofit to carry out its purposes, depending on who is making the request. Whether these requests succeed depends in part on the courts consideration of whether reasonable alternatives to dissolution exist.

REQUIREMENTS FOR VOLUNTARY DISSOLUTION:

Voluntary dissolution may be carried out either by the incorporators or directors if there are no members, or by the directors or members. In the case of VIT, the Council is named as the Board of directors in its articles of association and there are no members,

so it is the Council that would carry out the dissolution. In order to dissolve VIT, the Council must:

Obtain any approval required by the articles or bylaws (from what we can tell, VIT's articles do not require any);

Give notice of any meeting where dissolution will be approved, which states that the purpose of the meeting is to consider dissolution;

Adopt a plan of dissolution regarding the assets owned by the nonprofit and the plan must indicate who will receive these assets after all of the creditors have been paid; and

Deliver the articles of dissolution to the Secretary of State after dissolution is authorized, which should set out certain information, including the name of the nonprofit, the date of dissolution and whether it was approved. (The articles of dissolution form is available online on the Secretary of States website:

https://www.sec.state.vt.us/media/550176/corp-6-n-_nonprofit_end.pdf)

AFTER DISSOLUTION IS AUTHORIZED:

Dissolution occurs on the effective date of the articles of dissolution.

The effect of dissolution is that VIT can only carry on activities necessary for winding up and liquidating its affairs; and

VIT may revoke dissolution within 120 days of its effective date. Revocation generally requires the same authorization as for dissolution. Articles of revocation must also be filed with the Secretary of State. The effect of revocation is that VIT would resume its activities as though dissolution never occurred.

Please let me know if you have any further questions.