



CV FIBER GOVERNING BOARD MEETING MINUTES

GoToMeeting (virtual meeting only)

November 10, 2020

Present:

Governing board delegates: Allen Gilbert (Worcester), Michael Birnbaum (Plainfield), Andrew Gilbert (Cabot), Chuck Burt (Moretown), David Healy (Calais), Jeremy Hansen (Berlin), Siobhan Perricone (Orange), Ray Pelletier (Northfield), Tom Fisher (East Montpelier), Henry Amistadi (Duxbury), Josh Jarvis (Barre Town), John Morris (Marshfield), Frank Moore (Williamstown), Katharina Mack (Washington), Greg Kelly (Barre City).

Alternate delegates: Jeremy Matt (Plainfield), Lauri Scharf (Middlesex), Jerry Diamantides (Berlin), John Russell (Worcester)

Others: Tim Shea, Sam Rosenberg

Called to order: 6:00PM by Jeremy Hansen via GoToWebinar

Additions to the agenda:

- Jeremy Matt noted that the October 13, 2020 meeting minutes have already been approved and suggested approval of the October 20, 2020 meeting minutes instead

Public comment:

- None

Consent Agenda:

- MOTION (Jeremy Hansen second Frank Moore) to approve the items on the consent agenda (meeting minutes and payment of bills). Passed unanimously. No discussion

Project Manager's report:

- Tim Shea reported that he doesn't think any decisions need to be made based on the work he's been doing, but he has a few updates. He reported that he has:
 - Worked on the marketing materials and logo design.

- Sent out some initial logo designs but based on responses from board members he thinks that we need to work with a company that specializes in logos.
- Working with Eun-Young Denny (senior loan officer at VEDA) to continue to firm up the details of the VEDA loan requirements.
- Worked with Waitsfield Champlain Valley Telecom and ECFiber to pin down the terms for the potential Moretown and Roxbury projects.
- Worked on drafting the annual report,
- Researched the opportunities with the USDA community connections grant to see if that is a fit for CVFiber and
- Has begun to lay the groundwork for the demand aggregation software kickoff.

Budget & Annual Report hearing and approval:

- Jeremy Hansen noted that it is a statutory requirement that we provide a DRAFT budget and report to our member towns and provide them with the opportunity to provide comment and/or feedback. We need to have the 2021 budget passed by the end of the year.
- MOTION (Chuck Burt, no second) to move to send this to municipalities and ask them if they want to attend the next meeting to provide feedback. Jeremy Hansen responded that these documents have already been sent to the member towns.
- Allen Gilbert asked if this document is something that could be included in the Town reports. Jeremy Hansen said that yes, that is the intent of this document
- David Healy noted that Calais has a 1-pg limit and that he is planning to extract and prepare something for the town
- Chuck Burt said that Moretown also requested a 1-pg limit.
- Tim Shea said that he'll do a consolidated 1-pg consolidated annual report to send out to the towns
- MOTION (Siobhan Perricone second Jeremy Hansen) move approval of the budget and annual report and for Tim to create a 1-pg condensed report for distribution in the town reports (motion as amended). Passed unanimously. Discussion:
 - Jerry Diamantides wanted clarification on some of the line items in the budget. These were answered by Jeremy Hansen.
 - Allen Gilbert suggested a technical correction to change: “distribution in the town warning” to “distribution in the town report”. Siobhan Perricone accept this as a friendly amendment.

Finance report:

- Jeremy Hansen reported that he sent out an email with the bank transactions. The only item of interest is the payment for clerk services. He noted that we have also approved \$10,300 in payments tonight.
- Frank Moore asked what the deadline for spending the CARES money is. Jeremy Hansen said that the deadline is December 30th, and that if there's unused money we will need to write a check to send the money back to the State. Michael Birnbaum noted that we should check if there's a deadline of December 20th. Jeremy Hansen looked up the grant language and determined that the final \$10,000 will become available on December 15th if we need it and that any unspent money will need to be returned by December 20th to facilitate reallocation. Michael Birnbaum noted that if we *know* we can spend the money by the 30th, we don't need to turn it back in. Jeremy Hansen observed that if we request the

last \$10,000 on the 15th, we won't get the check until Jan 2021. He asked if Tim Shea could investigate whether the last 10k could be direct-deposited

- Henry Amistadi asked if Fred Goldstein (Interisle) has been paid for the feasibility and business plan. He also asked if Interisle has been paid/contracted to update the Feasibility Study to include Roxbury and Washington. Jeremy Hansen said that Interisle has not been given this task and asked if Tim Shea could reach out to Fred and see how long it would take.
- Michael Birnbaum asked if we've entered into an agreement with ECFiber for how to do the town of Washington. David Healy noted that we've decided with ECFiber to split Washington down a ridge, so we'd need to let Fred know that.

Committee updates:

- Chuck Burt reported that during the last Communications Committee meeting the focus was on the annual report and on the marketing plans: how we're going to go to market with some of the CARES and grant funding options. At the time of the Communications Committee meeting, the money had not been confirmed by the Department of Public Service, so the decision was made to talk about some items conceptually, but to table discussion until we knew for certain there was money available. Chuck noted that he didn't think that the logo work was very good and that he had pointed Tim to another organization that specializes in logo work
- **MOTION** (Chuck Burt second David Healy) to authorize the Communications Committee to spend up to \$2,000 for brand and identity to come out of the second bucket of CARES money. Motion was not voted on. Discussion:
 - Jeremy Hansen asked what the timeline is and asked if we need to plan on another meeting to approve funding for additional items or if we could just approve a single large bucket of money to cover everything that needs to be done. Chuck Burt asked Tim if he thought we were at a place where we could just approve the whole bucket. Tim Shea said that we were
 - Josh Jarvis noted that we need to make sure to follow our guidelines that require RFPs be prepared and made public for work that exceeds some dollar amount. Jeremy Hansen said that he thought the RFP threshold was \$5,000, but he wasn't sure.
 - Chuck Burt retract motion with no complaint from the rest of the board members
- **MOTION** (Chuck Burt second Siobhan Perricone) To allocate up to \$20,000 for the communications committee for the purposes of developing marketing: brand & identity development, website revamp, and print and other marketing materials to distribute to our communities. Passed unanimously. Discussion:
 - Andy Gilbert asked what the review process is for these contracts. He said that he'd like some input on it. Chuck Burt planned that the Communications Committee would have votes on what to recommend to the board as a package. During development of the contracts, he said that he would welcome board member input
 - Lauri Scharf asked what the max expenditure is without needing to put out an RFP. Jeremy Hansen noted that he thought it was \$5,000 and that with \$20,000 we're certainly hitting the threshold. Tim Shea will check on threshold and will be on top of making sure our contracting process follows our bylaws

Grant funding update & CARES funding options:

- David Healy reported that we heard from the Department of Public Service that our application for the round 2 funding has been approved. This includes funds for the communications package and small FTTP projects in Moretown Roxbury. Whether we can complete the Moretown project before the December 30, 2020 deadline is debatable. ECFiber says that they can do the Roxbury project with no problems. David noted that it took about 5 revisions of the application because the Department of Public Service kept asking us to add statutory language. David also reported that Rob Fish asked us to let him know if we want to do more FTTP as there would likely be money for that. David also reported that Representative Peter Welch is trying to find a bill to which he can add a rider extending the COVID funding deadline. The Business Development Committee is holding a special meeting on Thursday. He reported that he put out an RFP for the canvassing effort. He got one complete response and one partial response.
- MOTION (David Healy second Jeremy Hansen) that the Business Development Committee be authorized to spend up to \$20,000 for the canvassing effort. Passed unanimously. Discussion:
 - Frank Moore asked if we have the money in hand. Jeremy Hansen noted that we have the money for it in that we will be getting a check from the State. Exactly when that will happen we're not sure. Even if we don't get the CARES funding, we can absorb the cost of these items with what we have on hand.
 - Henry Amistadi noted that he thinks that each of the town delegates should be involved with the canvassing activities and that the company selected should be notified that they may have delegates who are interested in participating. Jeremy Hansen asked that David Healy and Tim Shea let the selected company know that.
- Chuck Burt asked David Healy if during the conversations around the Moretown line, it seemed that the problem was that Waitsfield Champlain Valley Telecom sees it as risky to be able to complete the project by the timeframe required. David Healy that is correct. Chuck Burt asked if having people from Moretown apply pressure would be helpful? Michael Birnbaum noted that they do their own work, so maybe. David Healy noted that we would own the fiber. Tim Shea said that the problem appears to be that there would be substantial makeready for this project (trees in the way and otherwise inaccessible lines).
- Jeremy Matt noted that Waitsfield Champlain Valley Telecom and ECFiber project discussions do not appear to be at a point where the board could approve them. Do we need to have another meeting to discuss/approve the terms of these projects? Jeremy Hansen yes, we'll need to do that, and he'll have to warn a special meeting for this purpose
- Ray Pelletier (CHAT) The Governing Board adopts policies, budgets, and makes contract awards, not committees; committees don't sign contracts. Jeremy Hansen noted that we've authorized the Communications Committee and Business Development Committee to negotiate these contracts and that he'll sign them on behalf of the board. Frank Moore asked if the full board would see the contracts before signing. Jeremy Hansen said probably not due to the very short timelines involved
- Michael Birnbaum noted that if there is an extension, then projects that we'd previously passed on might become possible so we should continue to be flexible
- Siobhan Perricone pointed out that if people are interested in providing input on the contracts, they are welcome to attend the committee meetings. The Communications Committee and Business Development Committee will be warning meetings. Chuck Burt noted that we already have some of the

marketing contracting discussion in the Business Development Committee agenda, so there is some overlap between the two committees.

- Jeremy Hansen asked Tim Shea about the rural development grant and if it was a fit for us. Tim Shea said that it might be a fit, but we would need to come up with a contiguous eligible area. There are also some issues around requirements to provide free service as well as requirements that the areas the funding is for must not have any internet access equal to or faster than 10Mbps.
- Jeremy Matt asked what would happen if someone built 10Mbps after the grant was approved. Michael Birnbaum said that it's based on the conditions when the grant was approved, so that likely wouldn't be a problem.
- Henry Amistadi asked if we can get any information at all about the status of the RDOF auction and if we've bid. Jeremy Hansen said that no, that info is still prohibited. Michael Birnbaum noted that the quiet period depends on when the auction closes, but that is possible that the quiet period could be over as early as late December 2020 or early January 2021

Roundtable:

- Ray Pelletier asked if there is a funding bucket for a Project Manager in 2021. He also asked if there's a process for extending Tim Shea's contract. Jeremy Hansen said that if CARES deadline is extended, we may be able to use some of that money to extend Tim's contract. Otherwise we'll need to use project money to pay for that. Extending Tim's contract is a process that we can make up
- Jeremy Hansen said that he wanted to thank the Department of Public Service putting in insanely long hours. As frustrating as it was to have to keep revising our application, he noted that it must have been a lot of work to review all the applications they're receiving and to provide feedback.

Meeting Adjourned at 7:10PM

Respectfully submitted,
Jeremy Matt, Clerk