



CV FIBER GOVERNING BOARD MEETING MINUTES

GoToMeeting (virtual meeting only)

March 9, 2021

Present:

Governing board delegates: Joshua Jarvis (Barre Town), Jeremy Hansen (Berlin), R.D. Eno (Cabot), David Healy (Calais), Henry Amistadi (Duxbury), Tom Fisher (East Montpelier), John Morris (Marshfield), Phil Hyjek (Middlesex), Ken Jones (Montpelier), Chuck Burt (Moretown), Raymond Pelletier (Northfield), Siobhan Perricone (Orange), Michael Birnbaum (Plainfield), Katharina Mack (Washington), Allen Gilbert (Worcester)

Alternate delegates: Jeremy Matt (Plainfield), Lucy Bourgeault (Washington)

Others: ORCA, Jerry Diamantides (Treasurer), Christian Meyer (CVRPC)

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

Additions to the agenda:

- Jerry Diamantides asked to add the approval of the bookkeeper's invoice.
- Jeremy Matt asked to add a Clerk's Report
- David Healy asked for action on the development of an MOU with ECFiber for the Northfield/Roxbury work
- Ray Pelletier noted that the Policy Committee charter materials were distributed, and an item needed to be added to the agenda.

Public comment:

- Ken Jones shared with the Board that of the recently authorized \$1.9 trillion federal Covid Relief Bill, \$1.2 billion will come to VT. From discussions and ideas being floated, it seems that at least \$100 million will go to broadband investment. This will likely be decided in the summer legislative session. CUDs will be very important recipients of this money and it is a priority to engage the legislator on how these funds can be used.

Consent Agenda:

- MOTION (Jeremy Hansen, second Siobhan Perricone) to approve the items on the consent agenda (approval of the February 9, 2021 meeting minutes, payment of bills, and authorization to give the Treasurer a discretionary budget of \$100 for postage, supplies, etc.). Passed unanimously. Bills to be paid:
 - Philadelphia Insurance Company Policy # PHPK2209755

- Annual Premium \$420.00

Treasurer's Report:

- Jerry Diamantides reported that the day before he had received the 2020 financials from the bookkeeper; this includes a balance sheet and a profit and loss sheet. The current balance of the CVFiber checking account is \$83,964.95 and the balance for the saving account is \$25.05.
- The \$250,000 grant that CVFiber will be receiving shortly is obligated to the specific purposes and cannot be used for operating costs or for the build out construction beyond where it has been targeted. Using these funds, service must be established by the end of December.
- CVFiber is still moving forward with the VEDA loan. This will require the work plan and financial projections be coordinated, but this is on track to be completed.
- The bookkeeper has submitted an invoice for \$496.00.
- Jeremy Matt has also submitted an invoice for \$300.00 (\$150.00 per month) for clerk services provided in the months of January and February. This does not include funds already approved by the Board but not yet paid for previously invoiced clerk services.
- MOTION (Chuck Burt, Second Siobhan Perricone) to authorization payment of \$496.00 to the bookkeeper and \$300.00 to Jeremy Matt for clerk services (as amended). Passed unanimously.

Discussion:

- Tom Fisher asked if the board should expect the bookkeeper to invoice similar amounts per month going forward? Jerry believed this is a higher-than-average invoice as it covers the seasonal work of getting federal 1099s out on time and completing the financials for 2020.
- Jerry Diamantides suggested including payment of the outstanding clerk invoice as a friendly amendment (Chuck Burt and Siobhan Perricone accepted)
- Bills to be authorized by the motion:
 - Jeremy Matt Clerk Services invoice dated 07Mar21.
 - Jan21 & Feb21 @ \$150 total \$300.00
 - MBM Associates Invoice # 2161 dated 28Feb21
 - Bookkeeping services Jan21 & Feb21 \$496.00

Clerk's Report

- Jeremy Matt reported that he has been trying to pull together notes/minutes from past meetings. Governing Board minutes or notes are missing from five meetings. Siobhan Perricone noted that the missing documentation is all from a similar period. Is it possible that are with Susan Martin of Woodbury who had taken notes for several meetings from approximately the same time period? Jeremy Matt will reach out.

Planning and Development Committee report back

- David Healy reported that for the pole inventory RFP they have received 16 proposals. They have narrowed it down to four proposals. They are preparing questions to be distributed to the four best ranked consultants for further clarification.
- The Committee has been working on an MOU with WEC to determine what commitment they need from the CVFiber as WEC goes to borrow the \$22 million to pay planned lease. A lawyer will need to

be consulted on the drafting of this MOU. The WEC Board intends to take action on their loan process by the end of the month.

- VELCO-WEC fiber line from East Montpelier substation to Maple Corner substation. CVFiber will be able to tap into this line for over 100 people. David is requesting a letter of support from the Board. Henry Amistadi asked if it would be considered middle mile fiber? David responded that depending on how it is defined, probably. CVFiber will get 48 tubes from this line.
- Possible ECFiber-CVFiber grant application for high level design for whole WEC network. There is no money to apply for as of yet, but David Healy anticipates it is something to expect in the next month. The cost would be split. Current quotation from Fiber Smith was roughly \$180,000.

MOU with ECFiber for the Northfield/Roxbury work

- David Healy is requesting the executive committee or the finance committee to take on the task of drafting the MOU. This project would serve roughly 50 houses.
- MOTION (David Healy, Second Jeremy Hansen) The Executive and Finance Committees are directed to execute an agreement with ECFiber/Valley to provide FTTP in Northfield and Roxbury as described in our CARES grant agreement with the Department of Public Service. Passed unanimously. Discussion:
 - Michael Birnbaum will look into the MOU that Kingdom Fiber is entering into with NEK Broadband for as a model for this MOU.

Pole inventory for Phase 1

- Ray Pelletier reported that in April CVFiber will be in a position to bid out the poles inventory work. At this point the planning and development committee is making a recommendation to the board that the Board approve a definition for Phase 1.
- Phase 1 would comprise 127 miles consisting of the number one recommendation from the feasibility study and the adjoining service routes.
- When the RFBs go out the definition of where these miles are located will be provided so bids can be accurately calculated.
- MOTION (Ray Pelletier, Second R.D. Eno) The Planning and Development Committee recommends the Board approve Phase 1 as consisting of 127 miles, plus or minus. Passed unanimously (Michael Birnbaum abstaining). No Discussion.

Funding legal assistance for WEC-CVFiber MOU:

- David Healy reported that the Planning and development committee has received a draft MOU from the WEC lawyer. David recommends hiring Christa Shute to review this document.
- MOTION: (David Healy, Seconded Ray Pelletier) CVFiber shall retain Christa Shute for an amount not to exceed \$2,000 to provide legal services regarding negotiating an MOU with Washington Electric Coop regarding leasing fiber on all their territory in CVFiber communities. Passed unanimously. No Discussion.

Adoption of Finance & Audit Committee charter:

- MOTION (Ray Pelletier, Seconded Chuck Burt) To adopt the Finance & Audit Committee charter as presented with the modification that the treasurer is a non-voting ex officio member of the Committee (as amended). Passes unanimously. Discussion:

- RD Eno asked, the charter makes no provision for voting procedures. Will all volunteer committee members be voting members? Ray Pelletier responded that his understanding was that once members are appointed, they would be voting members. R.D. Eno asked if the committee should be reporting to the treasurer? Ray Pelletier responded that the treasurer's responsibilities are laid out in statute, but that the finance committee should oversee the treasurer.
- Jeremy Hansen added that voting rights can be decided when they are appointed by the Board.
- Chuck Burt asked if the treasurer is subject to the committee, is it appropriate for the treasurer to also be on the committee? Does this create conflict?
- Jerry Diamantides asked if the treasurer could be an ex officio member or if there would just be times when the treasurer would abstain from voting. But, in either case the treasurer needs to be an integral part of the Finance Committee.
- Jeremy Matt stated that in terms of volunteers voting, they should have a vote. They need to engage.
- Ken Jones stated that having the treasurer as an ex officio member seemed consistent.
- Siobhan Perricone stated that when discussions were taking place for the formation of a Finance Committee, it was determined that the treasurer would be an ex officio member and would not have a vote (accepted as a friendly amendment).
- Jeremy Hansen raised the question of how the committee chair is selected? It should be appointed by the Board. Ray Pelletier was appointed chair of the Finance Committee by the committee itself and should be reappointed in May by the Board, when the Board reorganizes.
- Michael Birnbaum stated that all volunteer members of committees should have votes, with the exception of the treasurer, because the treasurer is being overseen by said committee.

Adoption of Policy Committee charter:

- MOTION (Jeremy Hansen, Seconded Phil Hyjek) To adopt the Policy Committee charter as presented. Passes unanimously. Discussion:
 - Phil Hyjek stated that Charter had been revised to note that the Policy Committee will meet as needed.
 - Tom Fisher asked who will police the Boards and committees to ensure that they were acting in accordance with all policies? Phil Hyjek stated that we need to police ourselves or update our policies.
 - Michael Birnbaum recommended all policies be compiled as passed in one place for new members.
 - Jeremy Hansen noted the importance of each Board member to familiarize themselves with the state statutes.
 - Allen Gilbert pointed out that Board members have been very receptive when it has been pointed out that something may be in violation of internal policies or state statutes.

FAC call for volunteers

- Ray Pelletier explained the importance of soliciting skilled volunteers. This would also give the board a process to allow the committee to review the commitment of the individuals and the board to approve.
- MOTION (Ray Pelletier, Second David Healy) for the Board to approve a Finance and Audit Committee Call for Volunteers, its review of volunteer expressions of interest, and its recommendations for

community volunteer appointments as members of the Committee by the Board. Passes unanimously.

Discussion:

- Jeremy Hansen thought all committee chairs should feel they have the power to undertake a similar process.
- Phil Hyjek thought this should be left up to the committee
- RD Eno noted that committee members would have access to sensitive materials therefore candidates should be reviewed.
- Chuck Burt thought that the committees could decide and delegate to volunteers as tasks are needed to be completed.
- Jeremy Matt pointed out that the volunteers will be appointed as members.
- Michael Birnbaum reiterated that each of the members of the Board and committees come across sensitive information. This has not been a problem but perhaps the policy committee could develop an NDA for all volunteers to protect the CUD.
- Allen Gilbert reminded the group that all members of committees and boards are public officials and thus CVFiber does not need to reinvent these requirements. Reiterated that this was not obligatory and may not result in new appointments.

Executive Committee charter

- Ray Pelletier stated that he thought it was important that CVFiber delineate the authorities and responsibilities to the already existent Executive Committee as has been done for the other committees.
- MOTION (Ray Pelletier, Seconded David Healy) To adopt the Executive Committee charter as presented and amended to include that the Chair of the Governing Board shall be the Chair of the Executive Committee and that membership shall include the Chair, Vice Chair, Clerk and Committee Chairs if a member of the Governing Board. Passed unanimously. Discussion:
 - Jeremy Hansen pointed out that under statute that the members of the Executive Committee must be Board members. Jeremy added that the Clerk should be a member of the Executive Committee. Therefore, membership includes the Chair, Vice Chair, Clerk and Committee Chairs.
 - Allen Gilbert noted that the clerk does have to be a member of the Board. Therefore, there may be times when the clerk takes part in the executive Committee but cannot vote. The charter should indicate that membership in the Executive Committee is conditional on being a board member (accepted as a friendly amendment).
 - Jeremy Hansen stated that the Chair of the Board should be the Chair of the Executive Committee (Accepted as a friendly amendment).

Status of RFPs

- Ray Pelletier reported that the RFP for project managers went out February 22 and will close March 15. Planning and Development Committee will review submissions and should be able to bring back recommendations to the Board by March 23.

Communications Committee report

- Chuck Burt briefed the Board that he and Tim Sullivan will be overseeing the website together for the sake of redundancy. The Communications Committee meeting minutes and agendas have all been collated and been posted to the website.

- David Healy asked if CVFiber had enough funds to pay the web consultant. Chuck Burt let him know that the consultant had not yet used all the hours in the initial retainer and that he would provide an update at the next meeting.

Clerk stipend revisited

- Jeremy Hansen raised the question of what the role of the stipend for the clerk should be now that CVRPC is handling minutes. Ray Pelletier responded that the pay is reasonable for the amount of work completed and should be continued. Siobhan Perricone agreed that Treasure and Clerk should be paid for their time.

Committee appointments

- MOTION (Jeremy Hansen, Seconded Siobhan Perricone) to appoint Tom Fisher to be appointed to the Finance committee and Planning and Development Committee and to appoint Phil Cecchini to the Finance Committee. Passed unanimously. No Discussion.

Bolton & other potential new towns

- Jeremy Hansen shared a correspondence from Rob Fish where he recommended that now would be a good time for new towns to join CVFiber if they have unserved addresses. This is the case because they could then be included in whatever plans emerge to use the federal funds expected from the Covid relief bill. Jeremy Hansen explained that the reason he was citing Bolton, which is contiguous with the CUD through Duxbury, is because he has had conversations with a very engaged local volunteer who has assessed local needs. There are no other adjoining CUDs that make sense for Bolton. What should be the policy with towns like Bolton, or actively recruiting other towns like Waterbury, for example?
- Siobhan Perricone felt the CUD should pursue new towns.
- Tom Fisher asked for more details on why Rob Fish made the suggestion. Jeremy Hansen responded that he suspects a lot of the funding, as Ken Jones discussed at the beginning of the meeting, will come to CUDs.
- Michael Birnbaum made several points, (1) money will go to the state and the local governments, and the local governments could pass the funds along to the CUD, (2) the size of CVFiber is manageable. A bigger board may be less efficient. (3) We can serve towns that are not contiguous if they can access other lines.
- Ray Pelletier stated that this may be a good opportunity to expand. And maybe we would be better positioned to get additional funds.
- Henry Amistadi thought more towns would be better. Bolton has access to fiber. Waterbury has cable. This may also provide new routes to bring service into the CUD.
- Jeremy Matt wondered would the CUD become unwieldy? What about making quorum?
- Ken Jones restated that VT will get \$1.2 billion. Of this, \$300 million will go to municipalities. How those funds are used is open to question. An additional \$100-200 million would go just to broadband.
- Jeremy Hansen stated that no decision needed to be made now. The Board would reassess when the CUD is approached by a candidate town.
- David Healey noted that a 1/3 of Bolton has fiber. Waterbury has cable and is not a great business case. Let's wait until they come to us.

Email hosting:

- Chuck Burt reported to the Board that there are several models to consider for hosting. (1) CVFiber just gets an email hosting provider. This would not offer document storage and retention. (2) Google and Microsoft have additional services. Given Board members need to share documents, Microsoft is better for the Board given open meeting requirements. Microsoft has the thick clients, you can download, comment, and send back out. CVFiber does not qualify as a non-profit either. CVFiber could probably qualify as a government client, but he has not been able to get quotes. If the Board went with the Business class – everyone on board gets email, storage, and desktop apps – pricing for Google is about \$12/month (\$6,192 a year for everyone) and for Microsoft it would be about \$12.50/month (\$6,450 a year for everyone).
- Michael Birnbaum thought this cost was too high and the functionality was more than what they needed. Additionally, there are many services that offer just email that are cheaper.
- David Healy wondered if it might be cheaper if the CUD could take advantage of the State's pricing.
- Phil Hyjek stated that the CUD's documents and communications need to be discoverable and documents need to be retrained. This is experience gleaned from working in the schools. Phil added that he would share the federal citations with the group.
- Jeremy Matt asked if all board members have to use the CVFiber email for official address? And when someone leaves the board, will the Board be able to recover their emails? The answer was yes to both questions.
- Chuck Burt clarified that the value would be the email service, the apps, including Microsoft Teams, the document retention and additionally the shared drives and document repositories.

Roundtable:

- Joshua Jarvis let everybody know he is working with the insurance provider and looking at other insurers to rework the CVFiber insurance policy to meet the needs of the organization. This will be an item on a future meeting once he is able to give solid quotes.
- Tom Fisher thought it may be a good idea to assign the transition to a committee.

Meeting Adjourned at 8:04PM

Respectfully submitted,
Jeremy Matt, Clerk