



CV FIBER GOVERNING BOARD MEETING MINUTES

GoToMeeting (virtual meeting only)

February 9, 2021

Present:

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

Alternate delegates: Jeremy Matt (Plainfield), David Wendt (Duxbury)

Others: ORCA, Sam Rosenberg, Jerry Diamantides (Treasurer)

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

Additions to the agenda:

- Henry Amistadi asked to give a report on the survey results.
- David Healy wanted to add a resolution to hire CVRPC.
- Jeremy Matt asked to give a brief Clerk report.
- David Healy suggested giving the Clerk an additional stipend to get the minutes in order. Jeremy Hansen is going to add that to the next meeting.

Public comment:

- Chuck Burt noted that Starlink is in Moretown. Jeremy Matt noted that his dad signed up for Starlink this morning. Siobhan Perricone noted that Starlink offered to sell her a presubscription.
- Jeremy Hansen welcomed back Phil Hyjek after his recuperation.

Consent Agenda:

- MOTION (Jeremy Hansen second Siobhan Perricone) to approve the items on the consent agenda (approval of the January 26, 2021 meeting minutes). Passed unanimously. No discussion.

Our commitment to equity, fairness, and open discussions:

- Jeremy Hansen said that he added this item to restate an item in our rules of procedure. He is bringing this up in response to concerns about how some committee meetings have been conducted. He specifically highlighted the provision that everyone gets equal speaking time. He also asked that committee members review the materials ahead of time to save time during meetings.

- Chuck Burt asked if the concern that some people are dominating the conversation and not giving others a chance to speak or about concerns about how committee work is being completed. Jeremy Hansen said that it was both in response to speaking time equity and about not wasting committee meeting time reviewing documents that were available prior to the meeting.

Discussion of policies/rules/regulations:

- Allen Gilbert noted that he sent out an email about the work he has been doing with regards to collecting the policies. The state of the policies is variable. Some were discussed and voted on. Others were discussed but no further action appears to have been taken. He is somewhat stuck now because there are some minutes that are missing.

Clerk's report:

- Jeremy Matt gave the Clerk's report. Most of his work this month has focused on organizing the minutes for the Governing Board, the Planning & Development Committee (Formerly the Business Development Committee), and the Communications Committee for meetings that occurred prior to his tenure as Clerk. He has a small number of minutes from the Finance, Executive, and Policy committees but is not sure how many (if any) are missing. There are currently 5 Governing Board meetings for which Jeremy does not have minutes. There are ORCA recordings for 4 of these 5 meetings. He has been in contact with the previous Clerk (Becca Shrader) to get copies of any documents she may have but Jeremy has not received any documents thus far. The Communications Committee minutes appear to all be available, but there are some missing Planning and Development Committee minutes.

Treasurer's report:

- Jerry Diamantides noted that he emailed the Treasurer's report to the Board. He said that he used an interim format and that he is going to be moving to a more typical format for future reports. He did not have time to prepare a standard format because preparing tax-related documents (W2s and 1099s) took precedence. He has reconciled fiscal year 2020 and is working on projecting for 2021. He was able to track down every deposit and payments to create the 1099s. For 2021 it has been quiet in terms of deposits and payments. He is also working to set up Quickbooks with the bookkeeper. The bookkeeper is working well and he has no complaints, but he is not sure that we will need her services going forward. Jerry Diamantides asked if we have a CPA on the board (no response). Jerry Diamantides said that we filed as a government entity with our ID, but our ID does not show up as tax exempt and we may need to apply for a "determination" and that the advice of a CPA would be appreciated. He has also working on the VEDA loan application. He has tried to get ahold of Eun-Young Denny with some questions but has not received a response. We have about \$84k in checking at this point. Regarding expected incoming money, we are still waiting for legislation to extend the CARES funding of which we are hoping to receive approximately \$240,000. That money will need to be siloed as we will need to ensure that it is only spend on CARES-eligible items. Other expected income includes the VEDA loan, the \$400,000 grant that we expect to get from the Department of Public Service (for that grant, we are still waiting to get application instructions), there is the Northern Borders Regional Commission grant (application in May with award in August). There is also a question of fund raising. Jerry Diamantides said that he thinks we are missing an opportunity by not aggressively fundraising.

- Tom Fisher said that he recently took course on ratemaking and fundraising and the takeaway is that we might want to retain someone on at least a part-time basis. It is very complex, and we need to stay on the right side of the regulation. Jeremy Hansen noted that Stan Williams & ECFiber have offered to help CUDs with these sorts of questions and that we should ask Stan to attend a meeting.
- MOTION (Ray Pelletier second Siobhan Perricone) to accept the Treasurer's report and to post pages 2 and 3 on the website (as amended). Passed unanimously. Discussion:
 - Allen Gilbert asked about the grant amount on page 5 (the written amount of \$400k is correct).
 - Jeremy Hansen asked if there is anything in the report that should not be shared online.
 - Allen Gilbert asked if it is unusual to put monthly financial records online. Allen Gilbert said that he is worried that there is a lot of information out there that could be used against us and is worried about competition.
 - Jeremy Hansen suggested only posting the portions relating to 2020 (pages 2 and 3). Ray Pelletier accepted as a friendly amendment.
- Tom Fisher asked about the need to do an audit and if we know what type of audit is required. He also asked if we should talk to Rob Fish. Jerry Diamantides said that is one if his questions for the folks at VEDA; they seem to be asking for financial statements rather than an audit, but he wants to be very clear about that. He also talked to a CPA at Sullivan & Powers and was told that we should be pushing to not be doing an audit as we are so new and there would be a bunch of work required even if there are no action items. Tom Fisher asked if there is anything in the statutes that Created CUDs (Jeremy Hansen said there is). Jerry Diamantides said that he would contact Stan Williams. Allen Gilbert noted that bond markets require 3yrs of audits and starting that history may be advantageous for us.
- R.D. Eno (CHAT) The general public is unaccustomed to thinking of utilities as philanthropic enterprises. Jeremy Hansen said that is all the more reason to do outreach to our communities.

Communications Committee report:

- Chuck Burt reported that the Communications Committee is working on another newsletter update for our communities. The rest of the board can expect to see a draft in a few days. The Communications Committee also continues to make improvements to the website. Pages have been broken out for each committee. The main reason for that is to organize the minutes. The website has also been updated to facilitated uploading of minutes. Chuck Burt reported that Tim Sullivan has also volunteered to work with Chuck to be the point of contact for Codewryter. The RFP page is now live and the page for the former Business Development Committee has been updated with the new committee information.
- Henry Amistadi asked what is being done on the backend for the website. There followed a detailed discussion between Chuck Burt and Henry regarding technical database structures and access to the website backend.
- MOTION (Chuck Burt second Siobhan Perricone) to move that the Board ratify the charter for the Communications Committee as approved by the Communications Committee (as amended). Passed unanimously. Discussion:
 - MOTION (Jeremy Hansen second David Healy) to incorporate the edits sent around by John Morris. Passed unanimously. No discussion.
 - Ray Pelletier asked if we should move away from the google groups to CVFiber.net addresses like we are using for the RFP process. Chuck Burt said that the RFP email address is just a forwarder. Chuck Burt said that we could probably get something set up for the committees, but

he is not 100% sure how reliable it would be. Chuck said that we should consider purchasing email hosting and asked if it could be put on the next meeting agenda.

- Phil Hyjek suggested including a discussion of email archiving at that same meeting.

Planning & Development Committee Report:

- David Healy said that the PDC had a discussion on hiring an AmeriCorps volunteer but decided to postpone that. The PDC also spent a lot of time on reviewing and discussing the CVRPC proposal. The proposal included an estimate of ~15k per year but will be billed on a time-and-materials basis. The cost will be dependent on how much work we task them with.
- MOTION (David Healy second Tom Fisher) to retain the CVRPC to provide support as described in the proposal circulated by David Healy. Passed unanimously. Discussion:
 - Jerry Diamantides asked who would be overseeing CVRPC. David Healy said that the Clerk would oversee clerk-related tasks and PDC would oversee other tasks. Overall board would approve invoices.
 - Jeremy Matt stated that he would like to not have to take minutes any longer and would be fine with not drawing the Clerk stipend.

Report on survey results:

- Henry Amistadi presented summaries of survey results and funding awards in our district.

Discussion about 2021 timeline, VT Legislature, & grants:

- Jerry Diamantides asked if companies could change their minds about providing service to a specific census block and withdraw from RDOF. Michael Birnbaum said that they could, but that unless there were compelling circumstances justifying this, the FCC would levy heavy penalties against that company.
- Ken Jones asked if we know what CCI bid on but did not win. Michael Birnbaum said that yes, we can tell where they bid – it is tedious but the information is there. The FCC makes public every bid on every census block. However, from the bidding patterns it appears that CCI bid on every census block in VT and are the main reason the level of support in Vermont is so low.
- Allen Gilbert said that he is worried that we will be picked to pieces and that the RDOF awards looked very scattershot. Michael Birnbaum noted that the bidding was on groups of census blocks and that winners will want to build larger areas than they won (for example, no-one will want to build to just a census block containing 7 addresses and nowhere else). He said that it is better to look at the RDOF results as a subsidy to build a larger area.
- Discussion between Ray Pelletier and Michael Birnbaum about how partnerships between CUDs and RDOF winners might work.
- Siobhan Perricone asked if winners could enter into agreements with CUDs to have the CUDs provide service for them. Michael Birnbaum said that the winners are obligated to serve, meaning that if CCI won a census block they are obligated to provide service there. However, there are different ways CCI could achieve this. For example, they could build their own fiber network to provide service. Alternatively, they could lease space on someone else's fiber network to provide service.
- Tom Fisher asked about service speeds. Michael Birnbaum said that bidders had to specify the level of service they would be providing and that lower tier bidders could only win if there were no higher tier

bidders interested in that group of census blocks. For example, the satellite providers could not win a group of census blocks where a fiber provider was bidding.

Roundtable:

- David Healy said that he is also put together a narrative of the survey results and will be sending that to the Board.
- Henry Amistadi asked if CCI would partner with CUDs. Michael Birnbaum said that he thinks that they will partner with CUDs, but not necessarily with CVFiber.
- Josh Jarvis said that he is going to be working on updating our insurance information.

Meeting Adjourned at 8:15PM

Respectfully submitted,
Jeremy Matt, Clerk

DRAFT