



CV FIBER GOVERNING BOARD MEETING MINUTES

GoToMeeting (virtual meeting only)

August 11, 2020

Present:

Governing board delegates: John Morris (Marshfield), Allen Gilbert (Worcester), Michael Birnbaum (Plainfield), Andrew Gilbert (Cabot), Chuck Burt (Moretown), David Healy (Calais), Philip Hyjek (Middlesex), Jeremy Hansen (Berlin), Siobhan Perricone (Orange), Ray Pelletier (Northfield), Ken Jones (Montpelier), Tom Fisher (East Montpelier), Hendy Amistadi (Duxbury), Greg Kelly (Barre City), Katharina Mack (Washington), Tim Sullivan (Roxbury).

Alternate delegates: Jerry Diamantides (Berlin), Jeremy Matt (Plainfield), John Russell (Worcester), David Wendt (Duxbury)

Others: ORCA, Lee Youngman (Treasurer), Sam Rosenberg

Called to order: 6:01PM by Jeremy Hansen via GoToWebinar

Additions to the agenda:

- Chuck Burt would like to propose an addition to the communications committee

Public comment:

- None

Roxbury & Washington appointees/introductions:

- Tim Sullivan (Roxbury)
- Katharina Mack (Washington)

Consent Agenda:

- Jeremy Hansen included the following items in the Consent Agenda:
 - Fred Goldstein invoice (\$20,220.00)
 - Remote meeting software purchase (~\$30/month for 2 accounts)
 - Approval of July 14 meeting minutes

- **MOTION** (Jeremy Hansen, second Chuck Burt): Approve the consent agenda as presented. Passed by unanimous consent. Discussion:
 - Ray Pelletier asked if paying the invoice would indicate acceptance of Interisle's work? Jeremy Hansen said that it would.
 - MB asked if the Department of Public Service has approved the business plan. Jeremy Hansen said no, but that the contract with Interisle is that they do not get paid until we get money from the Department, so he does not get paid until the Department approves the business plan.

Appointment of Treasurer:

- Jeremy Hansen introduced Lee Youngman as a candidate for the Treasurer position. She has a background as treasurer & bookkeeper and is offering to serve as treasurer. Introduction from Lee.
- **MOTION** (Jeremy Hansen, second Ken Jones): Appoint Lee Youngman to the treasurer position. Passed by unanimous consent. No discussion.

Executive Committee report back:

- Jeremy Hansen reported back regarding the August 7, 2020 Executive Committee meeting. In that meeting the committee approved spending \$6k to hire Peter Bluhm to prepare a proposal for fixed wireless deployment to submit to the Department of Public Service for the third and final round of connectivity grant funding. There was also informal discussion of CVFiber's response to the first round of connectivity grant proposals.

Grant & project updates:

- Jeremy Hansen reported that grant funding from Department of Public Service should be coming down the pike soon
- Ken Jones reported that we should be hearing back from the Northern Borders sometime in the next 10-20 days

Fixed wireless extension:

- David Healy reported that the Business Development Committee spent most of the 5-6PM portion of the meeting discussing the proposal from Interisle. The committee voted on whether or not to recommend that the board pursue Interisle's proposal, but the vote came out 4 for and 4 against so the BDC does not have recommendation.
- Ken Jones provided the following comments: we got \$100,000 and that needs to be spent by December. The outcome of that expenditure should be directed at the COVID emergency. The only thing we can do in 2020 is fixed wireless – everything else will take too long. Interisle was paid out of the 100k and they provided a good product, but it was not a proposal, so we had to hire Peter Bluhm to turn it into a formal proposal. The Business Development Committee had a lot of discussion of risk – we need to do a lot of work between now and when we would accept funds. NOTE that in a few weeks we may conclude that we cannot do it – submitting the proposal is not a commitment.
- Tom Jones asked entity would be providing the service (IE CVFiber or another entity). Ken said that is unknown

- Jerry Diamantides said that he hopes everyone gets a chance to read what Peter Bluhm put together. He suggested that people focus on end of the document and the discussion of the risks. He also noted that the time frame is extremely short.
- Ray Pelletier said that he thinks providing effort would require lots of effort but could be worthwhile. He noted that there are risks and said that Peter Bluhm’s proposal is a good document but needs work. He would support appointing working group to address the weaknesses and decide on whether and what to submit and then decide later whether or not to go forward
- Allen Gilbert noted that we are being pushed into positions where we might need to react to situations we were not expecting, but if we do not react, we could be put at a disadvantage. He noted that he had a conversation with a Worcester resident who was pushing to get group of people to apply for the \$3k individual household funding to get a line extension going. He also talked to another resident who was very interested in CVFiber’s timetable to provide service. He thinks we should go with Ray’s suggestion
- Chuck Burt noted that he talked to a Moretown resident who has made headway with Waitsfield Telecom. He noted that the same resident also trying to organize people to apply to get a line extension for Comcast
- Jeremy Matt said that we need to move fast, its at least worth looking into. He said that he thinks we are not ready to be an ISP, but that we could be ready to hire an ISP
- Tim Sullivan agrees we need to move fast and noted lots of other competitors, including Starlink
- Jeremy Hansen asked if this project would get in the way of building fiber? As volunteers we have limited time and energy. He thinks that the time and money be better spent on preparing for a Spring 2021 fiber build – we have a LOT of work to do before we can get started on that project.
- Michael Birnbaum noted that fixed wireless is a good technology, and that what is being proposed is better than 25/3. He also noted that there are two kinds of risk. The first are risks associated with standing up major project in short amount of time. A second risk is that customers may not want to switch from wireless to fiber and asked if building a lot of fiber would hurt our business case in the long run
- David Healy noted that we can just them convert to fiber when we build past
- Greg Kelly noted that he did exactly that in his business. He also noted a lot of the infrastructure can be used for both wireless and fiber
- Motion (Ray Pelletier, second Chuck Burt) to form a group to review Peter Bluhm’s proposal, to scale it to reduce risk and serve likely fixed wireless customers in the District, to understand assumptions and organizational infrastructure requirements, and to decide whether to submit on Thursday or not. The group (as amended) is David Healy, Greg Kelly, Jeremy Matt, Jeremy Hansen, and Ken Jones. Motion passed by roll call vote:

Member	Vote	Member	Vote	Member	Vote
John Morris	Aye	Michael Birnbaum	Abstain	Andrew Gilbert	Aye
Chuck Burt	Aye	Ken Jones	Aye	Greg Kelly	Aye
Siobhan Perricone	Aye	Tim Sullivan	Aye	Tom Fisher	Aye
Allen Gilbert	Aye	Henry Amistadi	Aye	David Healy	Aye
Ray Pelletier	Aye	Phil Hyjek	Aye	Jeremy Hansen	Aye

Discussion:

- Andrew Gilbert said that he feels Michael Birnbaum has conflict of interest and proposed a friendly amendment to remove Michael Birnbaum from the group
- Jeremy Matt volunteered to join the group
- Michael Birnbaum noted that yes, he has a conflict of interest and ok with not having a voting roll in the group. However, he noted that since the proposal includes using Cloud Alliance towers he needs to be included in the discussion.

Business plan & operating model discussion:

- Jeremy Hansen asked the board if we want to decide on whether or not to hire an ISP or if we want to become an ISP.
- Siobhan Perricone noted that she is concerned that if we hire an ISP we may not have as much control as we would like over how our customers are served. However, she is for whatever gets us built out faster. She suggested the possibility of hiring an ISP in the short term and then taking over as the ISP down the road.
- Chuck Burt said that he thinks it would be hard to decouple from an ISP down the road. He also thinks Waitsfield Telecom should be part of the discussion because they are very customer-centric
- Greg Kelly said that he thinks we should subcontract everything to start, but that we could eventually take over the customer service. He thinks that we will always want to subcontract the technical side
- Jeremy Hansen said that he thinks we should use the VEDA loan and whatever grant money we can get to go build fiber but also be open to the possibility of also leasing fiber from WEC
- Ken Jones said that he would like to see us use grant money to pay for drops and to let WEC build the fiber. Jeremy Hansen asked if Ken thinks we can get WEC to do that. Greg Kelly said that WEC has come a long way towards building fiber, and it is possible in the future
- David Healy said that based on his discussions with WEC, WEC does not want to be ISP but seems willing to run the fiber
- Michael Birnbaum said that he thinks WEC would say no now because they are nervous about risk. He said that they might come around, but that he thinks we need to wait to see how RDOF auction comes out
- Jeremy Hansen asked if the board can we decide where to build first
- Greg Kelly said that he thinks that we should wait until the next meeting as some funding results (IE the Northern Borders Regional Commission grant) may change discussions
- Henry Amistadi pointed out that not all of CVFiber is on WEC poles. He asked if Duxbury & Washington are included in the feasibility study? Jeremy Hansen said that at this point, no, Washington and Duxbury are not included. Henry said that he would like to see the decision delayed until Washington and Duxbury can be incorporated into the feasibility study. Jeremy Hansen noted that not all towns include a pilot project.

Line extensions/fixed wireless request:

- David Healy summarized the of projects proposed in CVFiber territory for the first round of Emergency Connectivity and Get Vermonters Connected Now initiatives. These are fiber-to-the-premises projects proposed by Waitsfield Champlain Valley Telecom, Consolidated Communications, and Topsham

Telephone, a fixed wireless project proposed by VTel Wireless, and an aerostat proposed by RTO Wireless. The only project we are objecting to is the RTO project as it overlaps with our own potential fixed wireless plan, it has unacceptable down-time due to the need to lower the aerostat during high winds (approximately 5% according to RTO), and because the Calais Select board unanimously voted to object to the project. David noted that Jeremy Matt will submit the response to Department of Public Service and will be the lead for future requests.

Audit quote:

- Greg Kelly reported that he does not have quote for the financial audit required to apply for a VEDA loan but that he expects to get it soon

New Communications Committee member:

- MOTION (Chuck Burt, second Phil Hyjek): Add Allen Gilbert to the communication committee. Passed by unanimous consent. Discussion:
 - Allen noted that he is happy to serve

Next meeting(s)?:

- Jeremy Hansen asked if we want to meet in two weeks (8/25) and noted that we will have more info about funding.
- Ken Jones asked who is making decision to retain a consultant for the project manager job
- MOTION: (Siobhan Perricone second, Phil Hyjek): to have a meeting on the 18th of August to discuss retaining a consultant and to have a meeting on the 25th of August to discuss other business. Motion passed by unanimous consent. No discussion.

Roundtable:

- Jeremy Hansen said he thinks we need to develop a subcontracting policy

Meeting Adjourned at 7:57PM

Respectfully submitted,
Jeremy Matt, Clerk