



CV FIBER GOVERNING BOARD MEETING MINUTES

GoToMeeting (virtual meeting only)

October 13, 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), Ken Jones (Montpelier), Josh Jarvis (Barre Town), John Morris (Marshfield).

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

Others: Tim Shea, Sam Rosenberg

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

Additions to the agenda:

- Allen Gilbert noted that Policy Committee has a report
- David Healy has an update on WEC CVFiber activity
- Henry Amistadi asked if there could be an RDOF update. Jeremy Hansen responded that we cannot discuss RDOF in an open meeting.

Public comment:

- None

Consent agenda – approval of September 22, 2020 minutes:

- MOTION (Jeremy Hansen second Chuck Burt) to approve the September 22, 2020 meeting minutes. No discussion. Passed by unanimous consent (Josh Jarvis abstaining)

Finance report:

- Jeremy Hansen reported that we got our outstanding checks (at long, long last) and our bills are paid.

Project manager's report:

- Tim Shea updated the board on what he's been up to

- Worked on creating a spreadsheet tracking past, present, future grant opportunities.
- Issued a request for capabilities and interest to ISP partners (deadline for responses is this Friday). This will develop who is interested and in what capacity.
- Developed a pole inventory DRAFT RFP that can be used in the future.
- Looked at developing partners for marketing.
- Performed business outreach to ISPs.
- Started preparing to manage the projects that may come out of the additional \$300,000 of CARES funding allocated by the Legislature for CUDs
- Worked on the VEDA application – what are the requirements, what do we need to do to have a successful application.

Update on WEC:

- David Healy reported that the WEC board has told WEC staff to move forward with laying the groundwork for building fiber on all their poles. David has agreed to develop an MOU with WEC to define what our relationship will be. David noted that we will need to hire a lawyer to help us prepare the MOU. WEC received their completed feasibility study from NRTC.
- Allen Gilbert asked for clarification on exactly what the WEC board asked the WEC staff to do. Michael Birnbaum said that as the first step the board passed a motion that they wanted to put fiber on all their poles in support of their electrical utility needs and to make the excess capacity available for communications. They way they want to do it is to borrow money from the Rural Utilities Service (RUS). In order to borrow that from RUS, they need to get permission from the Public Utility Commission (PUC) to show that the project won't negatively impact rate payers. WEC hopes that in several months they will be able to make agreements with CVFiber and others. Michael also noted that it may take 8-months or more before WEC gets any money due to bureaucracy.
- Allen Gilbert asked if a for-profit entity would be allowed buy capacity on WEC poles (Consolidated or comcast) and wondered if this was actually great news for us or if there is the possibility we could be left out of this. Michael Birnbaum the WEC news is really really good news.

Policy Committee update:

- Allen Gilbert reported that the Policy Committee met last Wednesday. The committee voted to recommend that the Governing Board add a Section F to the conflict of interest policy. The Policy committee also recommended the Governing Board adopt language that should be added to all contracts going forward. The intent of these changes is to inform contractors that they have the responsibility to determine if they or their subcontractors have conflicts of interest, and if any conflicts are identified, the executive committee needs to review the conflict before the contract can be entered into.
- Michael Birnbaum said he thinks that it's a little tame; the language is asking contractors to self-identify conflicts and he's not sure everyone will. Allen Gilbert noted that if we do anything more than this, we will need to hire a lawyer. This was originally set up to be in line with the policy of the League of Cities and Towns and statutory guidance.
- Jeremy Hansen said that he thinks that there should be a provision that contractors disclose their subs to us and that he thinks it's a bit weak.

- Siobhan Perricone noted that she expressed similar concerns during the policy committee meeting. However, had difficulty figuring out how to express this without referencing a specific instance. There was also a lot of discussion about not wanting to have to review all subcontractors.
- Jeremy Matt what about asking contractors to provide a list (not for approval) of subcontractors?
- Allen Gilbert suggested that the Policy Committee meet to address these suggestions

Communications Committee update:

- Chuck Burt reported that the Communications Committee has prepared another document to be shared with member towns. He noted that these documents are for convenience and that board members should feel free to modify them. However, Chuck asked that people be careful how discussion around material facts are phrased as the Committee spends substantial time working to develop this language. Chuck also reported that the Communications Committee thinks that it's the right time to start customer outreach
- MOTION (Chuck Burt second Jeremy Hansen): motion to pursue customer outreach and demand aggregation along the blue route. Pass unanimous consent (Andy Gilbert, Ray Pelletier abstaining).
Discussion:
 - Jeremy Hansen asked if the Communications Committee is looking to spend money by the end of the year? Chuck Burt responded that the Communications Committee doesn't have a specific proposal yet, if this motion is approved they will prepare a budget
 - Jeremy Matt asked if this means that the Board has decided on the blue route as the initial pilot project. Chuck Burt responded that yes, that is what he's asking. Ken Jones noted that the results of this work may show that it's not feasible and that we may end up building elsewhere.
 - David Healy noted that Business Development Committee has also recommended blue route
- MOTION (Chuck Burt, second David Healy): Motion that pursuant to exemption 9 of the public records statutes, we wish to keep the following pieces of data confidential: 1) Our survey data, with the exception of the aggregate data we have already published or choose to publish going forward; and 2) Our website email form leads; (we might float a 3rd in discussion, but it might be early to do this: 3) Demand interest/aggregation data generated going forward.) Passed by unanimous consent. Discussion:
 - Allen Gilbert noted that when doing customer outreach, this will allow us to tell customers that we're getting this information for our use only and any information they provide won't be going any further.
 - Henry Amistadi noted that if this is approved it will need to be included in any future contracts for Fiber to the Premises we enter into with other providers
- Jeremy Hansen asked if would it be possible for the Communications Committee to provide annual report language? Chuck Burt said that it'll be on the agenda for the next meeting

Grant/funding update & CARES funding options:

- Jeremy Hansen reported that USDA Rural Development needs more paperwork to close out the grant. He will be doing that this week
- David Healy reported that the Business Development Committee met to consider projects to submit to the Department of Public Service for Round Two of the funding for CUDs in the amount of \$300,000. David noted that he had been told by Rob Fish that some CUDs may not be able to spend all their

allocated money, so we should submit a list of everything we can do in case there is money left over. David listed the items in order of priority as recommended by the business development committee.

- Canvassing & marketing
- FTTP to the home in Roxbury
- FTTP for WCVT (David noted that this project is in the very preliminary discussion stages)
- Building fixed wireless projects
- David Healy noted that all of these will need much more work, but we need to get the application into the Department of Public Service ASAP for them to be considered
- Jeremy Hansen noted that for the FTTP projects, because this is money was allocated for CUDs, he is not sure he would sign off on these projects if they don't result in customers for us. David Healy said that WCVT would probably keep the customers, but this would need to be defined. The relationship with ECFiber would also need to be worked out. Jeremy Hansen suggested that instead we could maybe own the fiber and lease it to WCVT
- Ken Jones noted that it will take Department of Public Service a couple of weeks to evaluate the proposed projects. We need to develop those relationships with ECFiber and WCVT if these are funded. He also noted that our primary goal is to get everyone in our towns served, however that happens.
- Ray Pelletier said that he won't support these projects if we don't own the customers.
- Chuck Burt noted that WCVT is a fantastic provider and that they give back to community. Having them expand is a way to support the mission to provide high speed internet to everyone. However, they are unlike to expand to all corners of Moretown so need to be careful what leverage we're giving up.
- Michael Birnbaum noted that he doesn't think that a few customers will make a difference. He thinks that we should use the leverage to ask WCVT to build to the other customers in the town instead
- MOTION (Jeremy Hansen, second David Healy) send the prioritized list to the Department of Public Service. Passed by unanimous consent. Discussion:
 - Jeremy Hansen noted that if these get funded, we can perform negotiations on the specifics of the projects
 - Allen Gilbert asked if WEC the dominant provider? David Healy said that in Roxbury no, but in Moretown yes
 - Jeremy Hansen suggested that we could specify that they must provide fiber to WEC so WEC doesn't have to overbuild
- Jeremy Hansen asked if we need to have another Governing Board meeting? Ken Jones said that we should have another meeting next Tuesday to work through some of these specifics. We have a lot of tasks that need to be completed ASAP.
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Budget & annual report:

- Jeremy Hansen noted that the Annual Report has been assigned to the Communications Committee.
- Jeremy Hansen shared the budget to be submitted to the member towns and discussed specific line items.

Decisions about initial fiber build:

- Jeremy Hansen noted that the Board already discussed this and approved the blue route

Roundtable:

- Jeremy Hansen noted that there will be a need for more people trained up to build fiber; this is in the works
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Meeting Adjourned at 7:54PM

Respectfully submitted,
Jeremy Matt, Clerk