



CV FIBER GOVERNING BOARD MEETING MINUTES

GoToMeeting (virtual meeting only)

November 24, 2020

Present:

Governing board delegates: Allen Gilbert (Worcester), Michael Birnbaum (Plainfield), Chuck Burt (Moretown), David Healy (Calais), Jeremy Hansen (Berlin), Siobhan Perricone (Orange), Ray Pelletier (Northfield), Josh Jarvis (Barre Town), Frank Moore (Williamstown), Katharina Mack (Washington), R. D. Eno (Cabot),

Alternate delegates: Jeremy Matt (Plainfield), Jerry Diamantides (Berlin), John Russell (Worcester), David Wendt (Duxbury; voting delegate for this meeting).

Others: ORCA, Tim Shea, Sam Rosenberg, Andrew Gilbert, Marc Weissman

Called to order: 6:02PM by Jeremy Hansen via GoToWebinar

Additions to the agenda:

- None

Public comment:

- Siobhan Perricone reported that she was told by coworker today that Comcast is capping data usage at 1TB and then charging per gig after that. Chuck Burt noted that the ca is 1.2TB. Jeremy Hansen said that one thing we can bring that to the table is that we have no intention of capping usage to increase profit
- Andy Gilbert said that he is stepping down as primary delegate from Cabot and R.D. Eno is replacing him. Andy Gilbert is going to be around for a while to help with the transition.
- Josh Jarvis reported that Marc Weissman is considering volunteering as the alternate from Barre Town.

Consent Agenda:

- MOTION (Jeremy Hansen second Siobhan Perricone) to approve the items on the consent agenda (meeting minutes and payment of COS bills). Passed unanimously. Discussion:
 - R. D. Eno asked what COS is. Tim Shea said that COS is the provider for our demand aggregation and marketing/distribution software. Chuck Burt asked if COS software can also

handle presubscriptions and billing. Tim Shea said that yes, it can. Jeremy Hansen added (as background info) that this is being paid for by CARES funding.

Review & ratify new branding/Comms Committee report:

- Chuck Burt noted that he sent logo options to the board yesterday. The Communications Committee has finalized the contract with Expand Creative Group to develop logo options. Five options were provided by Expand and the Communications Committee selected two to recommend to the board. Chuck asked if anyone wanted to view/discuss the other options – no-one wanted to.
- Jerry Diamantides asked if we could combine elements from both logos. Chuck Burt said that we could, but he thinks it would be a bit too busy
- Jeremy Hansen asked if it is similar to other logos/trademarks and asked if we need to do a trademark search. Jerry Diamantides said that we should do the search and then register it if we are first
- Katharina Mack said that she does not like the mountain in Option 4 because she thinks its cliched. She asked if we can we go back to the designers for a different design? Jeremy Matt said that he does not think we have time for that because we need to get materials to the printers. Jeremy Hansen asked if changing the profile would improve Katharina’s opinion of the logo.
- MOTION (Jeremy Hansen second Siobhan Perricone) to adopt Logo Design 4 and direct the Communications Committee to decide whether any changes need to be made to the mountain profile. Unanimous. No discussion
- Chuck Burt noted that the next steps are to incorporate the logo into the marketing materials. He thinks that after one more round we will be ready to print. Jeremy Hansen asked if we should register CVFiber as a trade name. Michael Birnbaum said that no, it was too confusing when he was in that situation with Cloud Alliance.
- MOTION (Michael Birnbaum second Chuck Burt) to make an amended filing with the Secretary of State changing our official name from Central Vermont Internet to CVFiber. Passed unanimously.
Discussion:
 - R. D. Eno asked if we need to register trademarks. Jeremy Hansen discussed the difference between tradenames and trademarks.
 - Jerry Diamantides noted that we have had a competitor register our tradename against our will and that we want to avoid that situation in the future
 - Michael Birnbaum noted that the motion is not about trademarks. It is about changing the name of the organization. Jeremy Hansen said that changing the name is possible, but we would need to go back to the bank to get new checks and to work with them to ensure that we can continue to deposit checks made out to both CVFiber and Central Vermont Internet.
- MOTION (Jeremy Hansen second Frank Moore) to take the necessary steps to register our name, logo, and trademark with the Secretary of State to protect our branding. Passed unanimously. Discussion:
 - Michael Birnbaum recommend that we register our trade names with the Secretary of State only as this process is expensive when done on the national level.
- Chuck Burt reported that we have the website RFP out (the due date for proposals is tomorrow 11/25/2020) and we have gotten one response. He said he hopes that we will get a couple more last-minute.

Business Development Committee report:

- David Healy the Business Development Committee has not met since the last meeting, but he has been busy getting the canvassing effort going. He has had meetings with Last Mile (the canvassing subcontractor) to get that effort up and running. Last Mile has done a lot of political canvassing and know what they are doing. Tim Shea said that he will get delegate contact information to them. David said that he has also been busy on grant work.
- Jeremy Hansen asked if R. D. Eno was interested in joining any committees. R. D. responded that he would rather discuss his availability/skills in private with Jeremy Hansen to see where he might best be able to help.

Project Manager's report:

- Tim Shea summarized his activities including:
 - Working with COS systems on the demand aggregation/customer tracking software
 - Helping manage the logo development effort
 - Working with Last Mile to get marketing materials ready
 - Looking for printing shops so we can get the marketing materials ready for the canvassers
 - Fielding questions from potential respondents about the website design RFP. He said that he expects to get a few more proposals by end of day tomorrow.
 - Working on moving the VEDA loan application forward
- Andy Gilbert asked if there is a deadline for submitting the VEDA application. Jeremy Hansen said that there is no fixed deadline; we submit as soon as we are ready. We need to have our matching funds lined up, the project fully fleshed out, etc. and then we can submit. The main thing we are waiting for at this point is the matching funds from the Department of Public Service. However, the process for committing those funds is still being developed. David Healy noted that, at the VCUDA meeting, Rob Fish said that VEDA only has \$10 million left in the fund as an organization has already received funding. Jeremy Hansen said that he thinks that there will be funds available for us as we are more advanced than most other CUDs. He also said that the legislature has signaled willingness to increase the size of that pot. Jeremy Matt asked who got the money. Jeremy Hansen said that it was a for-profit organization Mansfield Community Fiber. Michael Birnbaum said that Mansfield is the only organization to receive funding through the VEDA loan program. The pot was \$11.8million originally.
- Ray Pelletier asked if we get the money from VEDA all at once if it is escrowed for us to draw on when we need it. Jeremy Hansen responded that it is escrowed, and we only pay interest on what we spend. He also noted that the procedure for obtaining the matching funds is unclear. Ideally, we would be given all our matching funds up-front so we can pay less in interest. However, it is possible that we may need to repeatedly request additional payments after expending certain percentages of the VEDA loan.

Grant funding update & CARES funding options:

- David Healy reported that we applied for Round 2 CARES funding to do communications work. We considered a 50-location project in Moretown with Waitsfield Champlain Valley Telecom. However, Waitsfield Champlain Valley Telecom said that they cannot do it due to the condition of the lines. David talked to WEC and they were incredibly interested and sent someone out immediately; they said that they could clear the lines if someone were to string the fiber. However, Jeremy Hansen had already told the State that we will not be able make this project work, so we have given that money back. We also have been talking with ECFiber about a project involving approximately 50 locations in Roxbury.

Jeremy Hansen said that had conversation with ValleyNet yesterday. Unfortunately, this project had not been communicated to ValleyNet from ECFiber; this was the first Carol Monroe had heard about this. She was amenable to the terms and hopefully will be able to get it up and running.

- Jeremy Matt asked for a reminder of the terms. Jeremy Hansen said that the terms he discussed with her were that we would own customers and fiber and would contract with ValleyNet to run it. This project should be relatively easy for them because it is continuous to their network
- There was discussion of whether the Board could authorize the Executive Committee to finalize the terms and sign the contract with ValleyNet. Some board members were of the opinion that we need to hurry and streamline the process as much as possible; they were worried that the need for an additional board meeting might delay the process, especially if we have difficulty getting a quorum to attend on short notice. Other members believed we need to follow procedure and approve the contract by a meeting of the Governing Board. Enough members were of this opinion that Jeremy Hansen indicated that he will be calling an emergency meeting (likely on extremely short notice) to approve the contract. Jeremy Hansen noted that it is possible that the meeting might be called on Thanksgiving to discuss the contract (although that was probably unlikely)
- Tim Shea (CHAT) The biggest decision will be setting the rates for subscriptions on the contract. Jeremy Hansen said that he thinks that we do not need to decide that right now.
- MOTION (Siobhan Perricone second Jeremy Hansen) to appoint David Healy as acting vice chair in Phil Hyjek's absence. Passed unanimously. No discussion
- David Healy reported that Jeremy Hansen has applied for \$20,000 in grant funding from the VT community fund. He also indicated that RDOF is moving along rapidly but that no information can be shared at this time
- Michael Birnbaum noted that tomorrow is the last day of the auction. However, there will not be any discussion allowed for at least a month.
- David Healy noted that the current USDA business development grant round does not require any matching funds and that we might be able to use it for something. Jeremy Matt asked if we could use it to extend Tim Shea's contract.
- Jeremy Hansen reported that we did receive the Vermont Community Fund grant and that he expects to receive the check soon.

Roundtable:

- None

Meeting Adjourned at 7:32PM

Respectfully submitted,
Jeremy Matt, Clerk