



September 11th, 2018 Governing Board Meeting

Middlesex Town Hall
5 Church Street, Middlesex, VT

6:00pm

Minutes

Present: Governing Board Delegates: Jeremy Hansen (Chair, Berlin), Andrew Gilbert (Cabot), David Healy (Calais), Bob Klein (East Montpelier), Phil Hyjek (Vice Chair, Middlesex), Dan Jones (Montpelier), John Quinn (Northfield – arrived at 6:40PM), Siobhan Perricone (Orange – arrived at 6:10PM), Michael Birnbaum (Plainfield), Rama Schneider (Williamstown), Allen Gilbert (Worcester); **Alternates:** Seth O'Brien (Cabot), Scott Bassage (Calais), Tom Fisher (East Montpelier), Becca Schrader (Clerk), Stephen Whitaker (Montpelier); **Other Attendees:** ORCA camera person

Meeting call to order:

Meeting was called to order by Jeremy Hansen at 6:05 PM.

Additions or changes to the agenda:

Schneider requested that we add an agenda item to discuss open meeting law issues. It was added to the agenda following the Barre Town Delegate update. Hansen indicated that he had to leave early, so moved up items that he has responsibilities for. Budget 2019 was moved to follow Open Meeting discussion, and Finalizing Vision/Mission statements was moved to follow that.

Public comment:

Birnbaum said he had had a discussion with Velco on use of transmission vs. distribution poles. Since his report was brief, it was added to the agenda prior to public comment and then given. Transmission poles (for electric service) cannot be used by internet providers except for

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transport. Distribution poles (for communication) can be used to provide internet to service recipients.

Whitaker recommended that the board go into executive session to discuss potential litigation against CVI. This topic was added to the agenda following the Open Meeting discussion.

Barre Town Delegate Update:

The Barre Town delegate has been named. His name is Josh Jarvis, who is CTO of USA Risk Group. He had a previously scheduled business trip and is not able to attend tonight.

Open Meeting Discussion/Executive Session:

ACTION: Motion from Hansen, second by Healy to find that premature general public knowledge of the discussion of the probably civil litigation would clearly place CVI at a substantial disadvantage as a prerequisite to enter into Executive Session. Vote was 5 in favor, 5 against, motion did not carry.

Discussion included what the topic of the litigation would be. Related to Whitaker public records request re information Healy had obtained from Washington Electric Cooperative under the auspices of his position as a board member that he was asked not to share. Whitaker noted that his public records act violation claims were addressed toward the Head of the Agency, not Healy individually, for not responding in accordance with the law. Several board members expressed concern that they were unaware of the nature of the request or the appeal. Healy indicated that the data had been returned to WEC and deleted from his hard drive after the request was made. Several members indicated concern that there should be a data policy written that dictates how CVI handles data it receives.

ACTION: Motion from Schneider to table discussion of open meeting/public records law. Second by Hansen. Vote was unanimous, motion carried.

Discussion: Gilbert (Worcester) raised that it might be helpful to have Barlow present for this discussion since he is an attorney with expertise in this area, and the chair of the Bylaw and Policy Committee. Healy stated that he feels CVI needs a written data policy.

2019 Budget:

A budget for 2019 must be submitted along with the annual report. Hansen will prepare the budget (and the full report), and asked for input from the board. Some specific line items were mentioned, and it was noted that EC Fiber partnered with a corporate internet provider from the beginning. Klein added that EC Fiber posts their budget on their website and that might be a useful resource. Birnbaum noted that he has an internet provider company and would be willing to share some of his budget line item categories to assist Hansen in creating a budget.

Finalize Vision/Mission Statements:

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ACTION: Healy moved that Vision and Mission Statements as settled on at August meeting be made final. Hyjek seconded.

Current Draft Mission: We will provide Central Vermont universal access to affordable, reliable, secure, public communications infrastructure that adapts to future community needs.

Current Draft Vision: Central Vermont will become more resilient as residents and institutions have access to economic, cultural, and educational opportunities through high-speed internet services.

Discussion: Birnbaum indicated he thought the vote was premature. Gilbert (Worcester) submitted a draft of updated Vision and Mission statements.

ACTION: Hansen made a motion to amend Vision and Mission as follows:

Mission: We will provide Central Vermont residents, businesses, and civic institutions with universal access to a reliable, secure, locally owned and governed communications network able to grow to meet future community needs.

Vision: We envision a high-speed digital highway where traffic flows freely, growing the regional economy and broadening digital opportunities for people of all ages, means, and interests, thereby enriching the public and private lives of our residents.

Second by Hyjek. Vote was unanimous and motion carried. Vote on amended motion passed unanimously.

USDA RD:

Schrader shared new USDA Rural Broadband website (www.usda.gov/broadband). The site is open now for public comment regarding rural e-connectivity. There was discussion around Hansen drafting a letter to submit from Central Vermont Internet suggesting what needs we have as a group trying to provide internet service to rural residents. Topics included more money available for low interest loans, revolving loan funds, support for municipal and public cooperatives, scalability, moving away from census block-based determinations, and pole make ready regulations. There was also discussion of possibly partnering with ECFiber to write a joint submission and making a press release. There was no vote, but there was general consensus for Hansen to move forward with a submission addressing the above topics.

Schrader also met with Ben Doyle, Director of Community and Economic Development for USDA RD VT/NH. Two items of note from that conversation were 1) USDA RD cannot support efforts that share service area with VTel since VTel is an existing grantee, and 2) They worked with board member Birnbaum on his company's work in the Northeast Kingdom and Ben suggested Birnbaum is a good resource for how that work developed.

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Certificate of Organization:

Schrader reported that Roxbury vote had been received and certificate of organization packet has been submitted to the Secretary of State's office.

Hansen left the meeting, Hyjek took over chairing the meeting.

Finance Committee Report: Rama Schneider, Chair

Schneider gave an update on the Finance Committee's first meeting. Several items were related to the yet-to-be-elected Treasurer, so the question was raised as to whether to table the remaining Committee report until after the Treasurer election.

ACTION: Schneider moved that the remaining Committee report be tabled until after the Treasurer election, and that the Treasurer election precede the Business Development Committee report. Perricone seconded. Motion passed unanimously.

Election of Treasurer:

Perricone nominated Schrader as Treasurer. Second from Gilbert (Worcester). During discussion, Schrader verified that she had submitted her resignation as second alternate to the governing board to the East Montpelier Selectboard and the Selectboard had rescinded her appointment as such at their September 10 meeting. There were no more nominations, and the vote was unanimous.

Finance Committee Report, continued:

ACTION: Gilbert (Cabot) moved that the Finance Committee and CVI Treasurer should open an account at a financial institution within 30 days. Second from Healy. Discussion included preferences from several members for local institutions, member owned, credit unions, etc. Healy added that we might consider potential future users of CVI services. There was also discussion about who should be on the account and that it shouldn't just be one person.

ACTION: Jones moved an amendment to the above motion to add that the Chair of the Finance Committee should be a signatory on the account. Second by Klein. Amendment passed unanimously. The amended motion passed unanimously.

Business Development Committee Report: Jerry Diamantides, Chair

Diamantides was absent. Jones gave a report. One of the top items from the meeting was discussion of a d/b/a (doing business as) name for CVI. Suggestions included CVNet and CVFiber, discussion included what CVI is actually providing (or planning to provide) and landing on something that is brief and accessible as a brand.

ACTION: Motion from Schneider to name d/b/a "CVNet." Second by Jones. Gilbert (Worcester) and others noted that they preferred "CVFiber." Birnbaum moved an amendment to the motion

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that the d/b/a be named “CVFiber.” Second by Gilbert (Worcester). The amendment passed with a vote of 6 for and 3 against. The amended motion passed with a vote of 8 for and 1 against.

Review of back burner items and assignment of committee tasks:

There was a brief discussion of these items, no action taken.

Approval of August 14 meeting minutes:

ACTION: Gilbert (Worcester) moved that the August 14 minutes be approved as submitted. Second by Schneider. Motion carried with 3 abstentions.

Roundtable:

Several people voiced concerns that meetings should be shorter – 2 hours instead of 3.

Adjourn:

ACTION: Jones made a motion to adjourn, seconded by Klein and the meeting adjourned at approximately 8:48 PM.

Next Meeting: October 9th at 6 PM at Berlin Elementary

Back burner

- Outreach to other towns: Washington, Waterbury, Woodbury
- Net neutrality
- Relationship to Vermont Telecommunications Plan
- Calais pilot discussion; Public Safety Committee

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