



March 12, 2019 Governing Board Meeting
Berlin Elementary School
372 Paine Turnpike N, Berlin, VT

Present: Governing Board Delegates: Jeremy Hansen (Chair, Berlin), Andrew Gilbert (Cabot), Jared Thomas (Calais for David Healy), Tom Fisher (East Montpelier for Bob Klein), Jonathan Williams (Marshfield for Jim Barlow), Phil Hyjek (Vice Chair, Middlesex), Dan Jones (Montpelier), Siobhan Perricone (Orange), Michael Birnbaum (Plainfield), Frank Moore (Williamstown), Allen Gilbert (Worcester); **Alternates:** Jerry Diamantides (Berlin), Jeremy Matt (Plainfield), Jon Guiffre (Roxbury – arrived at 6:33 pm), Rama Schneider (Williamstown); **Other Officers:** Becca Schrader (Clerk and Treasurer); **Other Attendees:** Bill Powell (Calais), Brad Monroe (Fujitsu), ORCA camera person

Absent: Chris Riddell (Barre City), Joshua Jarvis (Barre Town), Robert Burley (Elmore), John Quinn (Northfield), Skip Lindsay (Woodbury)

Minutes

1. Call to order

Meeting was called to order by Hansen at 6:03 PM, and quorum was determined.

2. Additions or changes to the agenda

Gilbert (Worcester) asked about timeline for annual appointments to the board. Hansen will distribute a letter to all member towns/cities asking for their appointments, which need to be done by the end of April. Elections for Chair, Vice Chair, Clerk, and Treasurer will take place at the May meeting.

Schneider asked to add discussion of two proposed Finance Committee policies. Item was added after Committee reports back.

3. Public comment

There were new delegates and alternates present, so introductions were done around the table. New attendees were Jared Thomas (Calais alternate) and Jeremy Matt (Plainfield alternate).

Hyjek shared that he had received permission from Front Porch Forum for CVFiber board members to be listed as public officials. Each individual needs to request this listing on their own, and then they'll be able to post as CVFiber members.

4. Treasurer's Report, Becca Schrader

As of March 12, CVFiber had \$5,669.61 in its checking account and \$25.00 in its savings account.

5. Fujitsu, Brad Monroe

Monroe gave a presentation on services available and example projects. Rough price ranges were provided for three different report types (board-ready, feasibility, financial-grade business plan) for different sized populations. Prices were roughly \$10,000 for a board-ready report to \$300,000 for a financial-grade business plan.

6. ThinkVermont Innovation Grant, Jeremy Hansen

CVFiber was notified on March 1 that we have been awarded a ThinkVermont Innovation Grant for \$12,500. In order to receive the full amount, we need to match the grant award dollar for dollar. We also need to acquire commercial liability insurance. Schrader will research and purchase liability insurance and draft an appeal letter for board members to use for fundraising the additional money needed to match the grant.

7. USDA-RD Planning Grant, Jerry Diamantides

Diamantides provided information on the requirements for the grant, and requested assistance with several of the required items such as letters of support and letters of commitment from businesses. Deadline is March 28 for grant application. Several members offered to assist with letters, reviewing the draft. The grant application requires an authorization from the board to apply for the grant and assign a point of contact.

ACTION: Motion by Perricone, second by Jones to authorize the grant application and appoint Hansen (chair) as point of contact. Vote was unanimous and motion carried.

8. Committee reports back

Policy and Bylaws committee has not met since last meeting. The Business Development Committee has been focused on the grant discussed above. Also, the donate button on the website is now functional. The Finance Committee has been working on two policy proposals as follows:

CVFFC-1

The CVFiber Finance Committee, in order to assure the integrity and transparency of District revenues and expenses, shall oversee the Treasurer and the financial operations of the District. Oversight of the Treasurer will be accomplished through the development of written policies and procedures that assure the Treasurer will have appropriate direction on any issue addressed by statute, Governing Board bylaw, or Committee direction of any kind. The Governing Board shall in cooperation with the Finance Committee and Treasurer assure the Treasurer has access to training as necessary for carrying out all assigned duties.

CVFFC-2

Unless and until the Governing Board in accordance with 30 V.S.A. Chapter 82 § 3071 delegates otherwise, the Treasurer shall perform all the duties listed in 30 V.S.A. Chapter 82 § 3069.

Schneider shared the details of section 3069 for reference.

ACTION: Motion by Hansen, second by Birnbaum to adopt the two policies as proposed. Hyjek suggested that since voting on the policies was not warned as part of the meeting agenda, we should only take comments on them now, and vote on them at the next meeting. Hansen withdrew his motion.

ACTION: Motion by Hansen, second by Hyjek to indicate general support of the proposed policies and to place them on the next agenda. Vote was unanimous, motion carried.

There was also an update on the hearing outcome from the challenge to the use of Central Vermont Internet as a trade name by another organization. The hearing was decided in CVFiber's favor, and we are now able to register

the trade name ourselves. Schrader will complete this task.

9. Review of back burner items, committee assignments and membership

Schrader pointed out that Fisher had recommended at the last meeting that we add equipment standards to the back burner. There was general consensus among the group that since we are not close to purchasing equipment yet that this item could remain on the back burner. Hansen asked if any of the new people were willing to serve on committees. Matt agreed to serve on the Business Development Committee, and has already volunteered to assist with the USDA-RD grant application.

ACTION: Motion from Hansen, second by Hyjek to appoint Jeremy Matt to the Business Development Committee. Vote was unanimous and motion carried.

10. Approval of February 26 minutes

There was a brief discussion after a question from Schrader about how much of business proposals should be included in the minutes. Companies that have presented have understood that our meetings are public record, so things shared in meetings are public. Slide presentations will be added to the shared Google drive.

ACTION: Motion by Hansen, second by Perricone to approve minutes with presentations appended. Vote was unanimous.

11. Contracts and RFP discussion

ACTION: Motion by Hansen, second by Hyjek, to find that premature general public knowledge of a discussion of feasibility study and business planning contracts would clearly place CVFiber at a substantial disadvantage because the District risks disclosing its negotiation strategy if it discusses the proposed contract terms in public, pursuant to 1 V.S.A. section 313(a)(1). Vote was unanimous, motion carried.

ACTION: Motion by Hansen, second by Perricone, that the board enter into executive session to discuss CVFiber's upcoming feasibility study and business planning contracts under the provisions of 1 V.S.A. section 313 (a)(1)(A). Vote was unanimous, motion carried, and the board entered executive session at 7:45 pm.

Board came out of executive session at 9:10 pm.

ACTION: Motion by Hansen, second by Guiffre to utilize an RFP process for a feasibility study and business plan. Vote was unanimous and motion carried.

12. Roundtable

13. Adjourn

On a motion from Hansen, with a second from Fisher, the group voted unanimously to adjourn at 9:11 PM.