



## CV FIBER GOVERNING BOARD DRAFT MEETING MINUTES

GoToMeeting (virtual meeting only)

April 8, 2021

### **Present:**

**Committee Members:** Jeremy Hansen (Berlin), Chuck Burt (Moretown), David Healy (Calais), Ray Pelletier (Northfield), Jeremy Matt (Plainfield)

### **Absent:**

**Others:** Tom Fisher (East Montpelier), Henry Amistadi (Duxbury), Allen Gilbert (Worcester)

**Called to order:** 6:02pm by Jeremy Hansen via GoToMeeting

### **Additions to the agenda:**

- Ray Pelletier noted that he would like to follow up with the call for volunteers.
- Ray Pelletier asked to give an update on the PM RFP.
- Jeremy Matt suggested adding approval of the March 25, 2021 meeting minutes.

### **Public comment:**

- Jeremy Hansen noted that he has not had good luck with Starlink. He thinks it is not ready for prime time.

### **Review of Master Service Agreements**

- Ray Pelletier noted that he sent out the master service agreements to the companies and all three are on board. No objections from the companies. Ray Pelletier said that unless there's objection from the executive committee, he will be sending the Master Service Agreements (MSAs) to the companies for them to execute. Once those are executed, we will notify the non-winning bidders. Jeremy Hansen noted that our address is incorrect on the MSA document. Ray Pelletier will correct our physical address and will send to the bidders.
- David Healy asked if the non-disclosure agreement (NDA) would be included in this. Ray Pelletier said no, that would be included in the request for bids for each specific phase of work.
- Chuck Burt noted that the MSA does have confidentiality language included so we can start sending the contractors information marked confidential and they will have to respect that.
- Jeremy Hansen noted that VCUDA has created a generic NDA that we can use. Alternatively, we can use the one we used previously with Interisle. Ray Pelletier will review the NDAs to see which one seems most appropriate for future use.

- MOTION (Ray Pelletier second Jeremy Matt) Recommendation from Executive Committee to the Board that it authorize the issuance of a Request for Bids for Pole Inventory Services for Phase 1 and that upon review of the submitted proposals the Executive Committee is authorized to enter into a contract or contracts that are in the best interest of CVFiber. Passed unanimously. Discussion:
  - Jeremy Hansen said that he thought that the executive committee has already been tasked with this. Ray Pelletier said that he was not sure and would be more comfortable getting explicit approval.
  - Chuck Burt asked about the process and asked if the planning & development committee would be plugged into the selection process. Ray Pelletier said that he thinks that the people who are around the table today are qualified to review the bids.

### **WEC MOU status & legal costs**

- David Healy noted that when we decided to do this, he did not think that anyone had an idea of how complex this would be. Instead of just us and ECFiber and WEC, Kingdom Fiber and NEK Broadband. There are also complexities with CCI and Kingdom Fiber winning in our territories. Christa Shute has been great, but it has been a lot of work to try to get all the MOUs between the various entities worked out.
- Ray Pelletier reported on a meeting that he had with ValleyNet, Kingdom Fiber, and ECFiber. He noted that we have a cost sharing agreement to share the costs of working with WEC with the other CUDs. However, that agreement is based on miles of WEC poles in each territory and since about 60% of WEC is in our territory we will be carrying the bulk of those costs.
- Jerry Diamantides reported that Christa Shute has billed us \$5,650, of which we have paid \$2,000. Jerry Diamantides noted that this has been just to get agreements between the CUDs and there is probably another \$10,000 in legal fees coming up. However, he thinks that it is extremely important to get this done now and done right as it will lay the foundation for much of our future.
- Jeremy Hansen noted that some of the money we have in the bank is tied to specific projects and that we need to make sure that we are using it for a justifiable purpose; we need to be sure that we can track what bucket of money the funds came from. Jerry Diamantides said that most of this money is from the most recent Department of Public Service grant we received. He will check the grant agreement to make sure this is an allowable use.
- David Healy noted that we need to submit a report to Rob Fish detailing how we spent the CARES money.
- MOTION (Ray Pelletier second Jeremy Matt) Recommend the Board approve the payment of \$3,650 and the further engagement of Christa Shute for the WEC MOU in a cost sharing arrangement with ECFiber and NEK. Passed unanimously. Discussion:
  - David Healy noted that the MOUs are so detailed that the agreement should be pretty much set and should translate easily into a contract.
  - Jeremy Hansen suggested that we ask the board for a not-to exceed amount.

### **State & Federal funding; legislative action; affordability:**

- Jeremy Hansen noted that there is a lot of media coverage about broadband in Vermont and that Senator Leahy held a press conference. A lot more people are taking notice now that the legislature is talking about allocating money to CUDs.
- David Healy reported on the fiber that VELCO is constructing in Calais. The engineering is being done now. It is expected to pass about approximately 120 residences and will be 8-miles long. We are expecting to be able to lease this fiber from VELCO.
- Jeremy Hansen asked about the CARES funded project in Moretown and asked if we are going to be having WCVT be the operator for this. David Healy said that the operator would be part of our operator RFP. Jerry Diamantides asked if this could be done by the end of the year. David Healy said that it would be tight. There followed discussion of timing and whether this project could be completed by the CARES act deadline.
- Jeremy Hansen noted that we need to be talking about affordability. This has become a dominant narrative in the legislature and the media. The number that has been bandied about is \$25 for the lowest tier of service for people who meet an income threshold. Ray Pelletier noted that there might be money available from the Federal Government to subsidize broadband. There followed substantial discussion of affordability and how we would be able to keep our rates as low as possible while building as quickly as possible and remaining economically viable.

#### **Call for volunteers**

- Chuck Burt reported that two volunteers have come forward to volunteer for the Communications Committee, including a person who as worked as a reporter. Chuck Burt said that he has talked to them about having them attend meetings and help for a bit to make sure it is a good fit for them before officially adding them to the committee. Ray Pelletier and David Healy noted that they also have had a couple of people reach out.
- Chuck Burt will refine the call to action for volunteers to target volunteers for the Finance Committee and Planning & Development Committee.

#### **Project Manager RFP Update**

- Chuck Burt reported that he has advertised the Project Manager position on Indeed and LinkedIn. Facebook was a dead end as the process for posting personnel ads is difficult. All the responses from Indeed have been resumes even though he put in all caps that people should follow the RFP process rather than submit a resume.
- Ray Pelletier said that we have not received any RFP responses. We have received over 25 responses from Indeed.
- Jeremy Hansen said that he thought that anyone who did not follow the instructions should not be considered, as we need someone with a high attention to detail. Jeremy Matt agreed.
- Chuck Burt said that the instruction to apply through the RFP process was at the bottom of the ad and that he would put the disclaimer at the top of the ad instead.

#### **Approval of the March 25, 2021 meeting minutes**

- MOTION (Jeremy Hansen second Jeremy Matt) to approve the March 25, 2021 meeting minutes as drafted. Passed unanimously (David Healy not present). No discussion.

### **Roundtable**

- Henry Amistadi asked if we should be pitching our towns for the infrastructure money. There followed discussion of what we might be able to use those funds for and how we might ask the towns for support.
- Tom Fisher asked if there has been any discussion of the idea of spending money outside the towns and then giving them something of value in return down the road. Jeremy Hansen responded that this is a great idea and something to keep in mind, but that he is not sure if it would be allowable or not.

### **Meeting Adjourned at 7:21PM**

Respectfully submitted,  
Jeremy Matt, Clerk

### **Summary of tasks assigned:**

Chuck Burt:

- Refine the call to action for volunteers to target volunteers for the Finance Committee and Planning & Development Committee
- Put the disclaimer that people should apply through the RFP processes at the top of the Indeed ad.

Jerry Diamantides:

- Check into our grant situation to make sure that there is a bucket we can draw the legal expenses from.
- Check into what our rates would look like if we charged low-income people \$25 for our lowest tier of service.

Ray Pelletier:

- Correct our address on the pole inventory MSA and will send it to the contractors to sign.
- Review the VCUDA and Interisle NDAs to see which one seems most appropriate for future use.