



CV FIBER GOVERNING BOARD MEETING MINUTES

GoToMeeting (virtual meeting only)

May 11, 2021

Present:

Governing board delegates: Joshua Jarvis (Barre Town), Jeremy Hansen (Berlin), R.D. Eno (Cabot), David Healy (Calais), Henry Amistadi (Duxbury), Tom Fisher (East Montpelier), John Morris (Marshfield), Ken Jones (Montpelier), Chuck Burt (Moretown), Raymond Pelletier (Northfield), Siobhan Perricone (Orange), Jeremy Matt (Plainfield), Tim Sullivan (Roxbury), Katharina Mack (Washington), Allen Gilbert (Worcester)

Alternate delegates: Phil Cecchini (Barre Town), Michael Birnbaum (Plainfield) Lucy Bourgeault (Washington), John Russell (Worcester), David Wendt (Duxbury)

Others: ORCA, John Walters, Christian Meyer (CVRPC).

Town Representation (15/20 towns represented)				
Barre City	Barre Town	Berlin	Cabot	Calais
Absent	Present	Present	Present	Present
Duxbury	East Montpelier	Elmore	Marshfield	Middlesex
Present	Present	Absent	Present	Absent
Montpelier	Moretown	Northfield	Orange	Plainfield
Present	Present	Present	Present	Present
Roxbury	Washington	Williamstown	Woodbury	Worcester
Present	Present	Absent	Absent	Present

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

Annual election of officers:

- David Healy takes over as Chair to facilitate election of the Chair.
- Chair
 - Chuck Burt nominated Jeremy Hansen for Chair
 - David Healy requested Clerk to cast one ballot for the body for Jeremy Hansen.
 - Jeremy Hansen elected Chair
- Vice Chair

- Jeremy Hansen nominated Siobhan Perricone for Vice Chair
- Raymond Pelletier nominated Tom Fisher for Vice Chair
- By secret ballot Siobhan Perricone was elected Vice Chair
- Clerk
 - Jeremy Hansen nominated Jeremy Matt for Clerk
 - Chair instructed Clerk to cast one ballot for the body for Jeremy Matt
 - Jeremy Matt elected Clerk
- Treasurer
 - Jeremy Hansen nominates Jerry Diamantides for Treasurer
 - Chair instructed Clerk to cast one ballot for the body for Jerry Diamantides.
 - Jerry Diamantides elected Treasurer

Additions to the agenda:

- No Additions to the Agenda

Public comment:

- Jeremy Hansen stated that he is working with Phil Hyjek to develop resources for towns on how they can work with CVFiber to expand their fiber build out using Federal American Rescue Plan Act (ARPA) funds.
- Michael Birnbaum and Jeremy Matt requested a switch in their roles on the CVFiber Governing Board from the Plainfield Select board. Michael Birnbaum explained that he wanted to avoid the appearance of a conflict of interest between his private work and his role on the Governing Board. Michael Birnbaum will continue to participate in the group, attending meetings. As he has in the past, Michael said that he will continue to carefully respect the CVFiber conflict of interest policy. Allen Gilbert followed by noting that a conflict of interest can be identified in two manners, (1) the member of the governing board can acknowledge that they have a conflict, or (2) another member of the Governing Board can raise the concern for board discussion.

Consent Agenda:

- MOTION (Jeremy Hansen, second Siobhan Perricone) *to approve the April 13, 2021 minutes as presented.* Passed unanimously. No Discussion.

Treasurer's Report

- Raymond Pelletier reported for Jerry Diamantides: Raymond Pelletier reviewed the budget for the Governing Board, showing expenses, revenue and how the two were linked. Minor discussion ensued.

Clerk Update

- Jeremy Matt had no items to report.

Committee & VCUDA reappointments

- Jeremy Hansen reported that CVFiber has been attending the Vermont Communications Utility Districts Association meetings. Jeremy Hansen is the appointed delegate and David Healy has served as the alternate. Jeremy Hansen asked that the Governing Board reappoint the himself and David Healy as the CVFiber delegates.
- MOTION (Jeremy Matt, second Chuck Burt) *to appoint Jeremy Hansen as the primary delegate and David Healy as the alternate delegate to VCUDA.* Passed unanimously. No discussion.

Committee Chair Policy addendum

- Communications Committee
 - MOTION (Chuck Burt, second Jeremy Matt) *to appoint John Morris, David Healy, Ray Pelletier, R.D. Eno, Tim Sullivan, John Walters, and Chuck Burt to the Communications Committee.* Passed Unanimously. Discussion:
 - Jeremy Matt and Allen Gilbert gave notice that they would be stepping down from the committee.
- Finance and Audit Committee
 - MOTION (Jeremy Hansen, second Siobhan Perricone) *to appoint Jerry Diamantides (ex officio Treasurer), Jeremy Hansen, Allen Gilbert, Jeremy Matt, Phil Cecchini, Ray Pelletier, and Tom Fisher to the Finance and Audit Committee.* Passed Unanimously. Discussion:
 - Siobhan Perricone gave notice that she would be stepping down from the committee.
- Planning and Development Committee
 - MOTION (Jeremy Hansen, second Jeremy Matt) *to maintain the same slate of committee members: David Healy, Michael Birnbaum, Ken Jones, Jeremy Matt, Raymond Pelletier, Siobhan Perricone, Jerry Diamantides, Jeremy Hansen, Greg Kelly, Tom Fisher.* Passed Unanimously. No Discussion.
- Policy Committee
 - MOTION (Jeremy Hansen, second Siobhan Perricone) *to appoint Allen Gilbert, Siobhan Perricone, Ray Pelletier, John Morris, and Phil Cecchini to the Policy Committee.* Passed Unanimously. No Discussion.

Committee chair policy addendum

- Allen Gilbert reviewed a past request by the Governing Board for clarifying language on how committee chairs were elected. The Policy committee proposed the inclusion of Section J in the CVFiber rules and procedures. A committee will nominate its Chair and send its nomination to the Governing Board for approval. This is important because the Chair also serves on the Executive Committee. The Policy Committee felt it the Governing Board should have a say on who is included on the Executive Committee.
- MOTION (Jeremy Hansen, seconded Siobhan Perricone) *to amend CVFiber Rules and Procedures to include Section J as presented by the Policy Committee, with amendments as presented by Allen Gilbert and included in the Chat.* Passed Unanimously. Discussion:
 - Allen Gilbert proposed several minor amendments to the language compared to had been distributed. Allen Gilbert also explained that alternative language could be considered for the scenario where no new appointment was made. No changes were requested.
- Chuck Burt brought up 30 V.S.A. § 3071 that requires Executive Committee members to serve staggered terms. Discussion ensued regarding how this could be interpreted for one-year terms. Raymond Pelletier called out the natural turnover. Jeremy Hansen pointed out that the Chair and Vice Chair's terms are staggered from the rest of the committee chairs.

Approval of materials from PDC

- Joint CUD Agreement
 - Raymond Pelletier explained that the motivation for this is that CVFiber and the other CUDs are working with WEC on the financing to build out the network. The proposed agreement will allow coordination on common goals shared high level designs, a common RFP, joint design grant applications, and shared legal costs.

- MOTION (Raymond Pelletier, second Jeremy Matt):
 - Whereas CVFiber is collaborating with WEC, NEK Broadband, and ECFiber for the purposes of completing a middle mile fiber project in the WEC Territory,*
 - Whereas this relationship requires an agreement of cooperation, collaboration, and cost sharing,*
 - Whereas costs will be shared proportionately among the parties based upon the WEC miles to be developed in each CUD,*
 - Whereas, CVFiber, NEK Broadband, and ECFiber have developed an agreement that describes this relationship.*
 - Therefore, the Board approves CVFiber entering into an agreement of cooperation, collaboration, and cost sharing, and authorizes the Executive Committee to approve the details of that Agreement.*

Passed Unanimously. Discussion:

- Jeremy Hansen stated that this is an important first step towards the benefits of joint action and economies of scale.

- Joint CUD High Level Design RFP

- MOTION (Raymond Pelletier, second Tom Fisher):
 - Whereas CVFiber is collaborating with WEC, NEK Broadband, and ECFiber for the purposes of completing a fiber to the premises fiber project in the WEC Territory,*
 - Whereas CVFiber with WEC, NEK Broadband, and ECFiber has developed a High Level Design RFP*
 - Therefore the Board approves the issuance of a High Level Design RFP on behalf of WEC, NEK Broadband and ECFiber and authorizes the Executive Committee to implement this action.*

Passed Unanimously, as amended. Discussion:

- For the benefit of the whole board, Michael Birnbaum asked that high level design be defined. David Healy stated that a high level design is a preliminary design that describes how everything will be connected to everybody and everything. This includes the equipment, hubs and network connectivity in a unified design. A high level design does not provide the needed detail to construct. It is good for grants, cost estimates and will give CVFiber close to real mileage. There are no poles, or drops.
- Ken Jones asked if this was a product that could be quickly completed. Michael Birnbaum responded that it can be done relatively quickly.
- Henry Amistadi asked if this this is the middle mile design? The response was that it also includes mileage to premise, but it does not design which fibers go where. The detailed design is completed after pole data has been collected.
- Jeremy Hansen suggested a friendly amendment to change the language from “middle mile” to fiber to the premises.

- Joint CUD High Level Design Grant Application

- David Healy explained that CVFiber will need to pursue grant funding to complete the aforementioned design work. The determination on grant criteria will be released shortly. CVFiber and its partners will have a total ask of \$200K jointly.

- Motion (David Healy, seconded Siobhan Perricone):

Whereas CVFiber is collaborating with WEC, NEK Broadband, and ECFiber for the purposes of completing a FTTP project for the entire WEC Territory,

Whereas CVFiber in this collaboration has developed a High Level Design RFP and desires to submit a joint application for a "Pre-Construction Grant" for \$200,000 to complete a High Level Fiber Network Design for the WEC Territory,

Therefore, the Board approves the submission of a joint Pre-Construction Grant for \$200,000 to complete a High Level Fiber Network Design for the WEC Territory to the Vermont Public Service Department and authorizes the Executive Committee to implement this action.

Passed Unanimously. No Discussion.

- CVFiber Phase 1 High Level Design RFP

- David Healy explained that CVFiber would also issue a design RFP is for high level design and detailed engineering on the remaining CVFiber network done concurrently with project above. This would allow the same consultant to do all the work included in the two RFPs.

- MOTION (David Healy, seconded Jeremy Matt):

Whereas CVFiber has service areas outside of the WEC Territory,

Whereas it is important that the high level design in the WEC and non-WEC areas be consistent,

Whereas there are technical, efficiency, and cost reasons for issuing a companion design RFP for the non-WEC service areas of the CVFiber territory in Phase 1.

Whereas it will be most efficient to use this RFP opportunity to include the detailed engineering for our Phase 1 route of 130+-.

Therefore, the Board approves the issuance of an RFP for the High Level Design for the remainder of the CVFiber district and Detailed Engineering for Phase 1 and authorizes the Executive Committee to implement this action.

Passed Unanimously. Discussion:

- Ken Jones asked if it is likely the preferred engineering firm will be the best choice for the high level design and the detailed engineering. Michael Birnbaum stated that when you work with one firm for high level design it is more efficient to extend the contract to the detailed design and there are also generally cost savings in doing so.

- CVFiber Pre-construction Grant Applications

- David Healy showed a detailed breakout for the funds being requested for the grant. The two grant phases are being merged into one phase. Therefore, the proposed motion was amended to show the the total value requested under the grant application. From the proposed state funding values for the grant program, David Healy believes there will be funding for all the CVFiber priorities, however CVFiber must prioritize its needs. Raymond Pelletier reiterated that CVFiber is still awaiting guidance so this may be subject to minor adjustments. David Healy also stated that there will be an advantage to applying early.

MOTION (David Healy, seconded Raymond Pelletier):

Whereas the State of Vermont has requested Grant Applications for Pre-Construction projects,

Whereas CVFiber has issued a request for bids for pole data collection and will be issuing an RFP for High Level Design in the non-WEC portion of the CVFiber District and Detailed Engineering for Phase 1 Route;

Whereas CVFiber requires funding to support additional pre-construction pole data collection, network design, and engineering, and will be conducting additional pole Inventories, and requires additional funding for a project manager, general administrative and legal services

Therefore, the Board approves the submission of a CVFiber Pre-Construction Grant application for \$915,000 to the Vermont Public Service Department and authorizes the Executive Committee to implement this action.

Passed Unanimously, as amended. Discussion:

- Jeremy Matt recommended amending the language to reflect that there will only be one phase of funding.

Administrative budget & process

- Raymond Pelletier explained that the finance committee has provided an administrative budget. Based on tasks and expected work load. Raymond Pelletier reiterated the need to budget for substantial legal fees.
- MOTION (Raymond Pelletier, second David Healy) *to adopt the Finance Committee recommendation to approve the proposed administrative budget.* Passed Unanimously, as amended. Discussion:
 - Chuck Burt requests amendment to the budget to consolidate lines 4 and 12.
 - Henry Amistadi asked if CVFiber needs additional funds for web work before December? Chuck Burt explained that web developer will work through the year end with the current retainer. Jeremy added that if there are any items beyond this budget they would come back to the Governing Board for approval.
 - Ken Jones asked if legal is going to be expensive, why does the budget show it decrease as the year passes. Raymond Pelletier listed the tasks currently planned to be address by the attorney. Raymond Pelletier also pointed out that the treasurer's report showed a balance available for additional legal fees if needed.
 - PC asked if legal cost would be included part in construction grants. Jeremy Hansen and David Healy expect that to be the case.
- MOTION (Raymond Pelletier, seconded Jeremy Matt) *to adopt the Finance Committee recommendation that the Board authorize the Executive Committee to approve invoices and authorize payments from the Administration Budget, and that the Treasurer report monthly to the Board on the status of the Administrative Budget, its ability to meet future obligations, and bills paid for the previous month.* Passed Unanimously. Discussion:
 - Jeremy Hansen explained that the idea would be to give the Executive Committee the power to pay invoices promptly and report back as part of treasurer's report. While this is a reasonably large delegation of authority to the Executive Committee, it is something other CUDs have also adopted and will be important as activity ramps up.

PM search update

- Raymond Pelletier gave an update on the Project Manager selection working group, comprising himself, David Healy, Tom Fisher, and Tim Sullivan. CVFiber has received over 30 applications. The working group has gone through four rounds of reviews. There are just a handful of candidates left. Over the next

three weeks the working committee will complete interviews and have a recommendation for the Executive Committee then the Governing Board.

State & federal funding; legislative action; affordability

- Jeremy Hansen briefed the group on H360 passed second reading. Senate Government Operations struck language that would have required CUDs to reveal trade secrets after a project had been completed. H360 will provide funds for CUDs. David Healy stated that there still needs to be clarification on if there will it be a board or an authority to assign funds.
- Senate Finance Commission rejected putting money toward organizations that are trying provide affordable broadband.
- Henry Amistadi asked about H315. Jeremy Hansen noted that it had passed and signed by the Governor.
- Allen Gilbert mentioned that in the Senate committee hearing, the 10-year telecommunications plan had been mentioned. Should the CUD respond? Jeremy Hansen didn't think so but Governing Board members could access the draft online.

Insurance update

- Jeremy Hansen explained that when CVFiber starts constructing things, the insurance will have to change. Jeremy Hansen is working with the current insurer to see what needs to happen. There are contracting requirements that are similar to as if CVFiber were an engineering firm. In order to get a Certificate of Insurance, CVFiber will go through this process, including a disaster recovery plan. Jeremy Hansen is working on it.

Roundtable

- Ken Jones stated that Montpelier is getting fiber connections. Should the Communications Committee put together materials to explain a fiber hook up? People have questions.
- Raymond Pelletier stated that the work will increase from here. Be prepared.

Meeting Adjourn adjourned at 7:56 PM

Respectfully submitted,
Jeremy Matt, Clerk