



CV FIBER GOVERNING BOARD MEETING MINUTES

GoToMeeting (virtual meeting only)

June 8, 2021

Present:

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

Alternate delegates in voting role: Phil Cecchini (Barre Town), Taber Allison (Marshfield).

Non-voting alternate delegates: Michael Birnbaum (Plainfield).

Others: Jerry Diamantides (Treasurer), ORCA, John Walters, Christian Meyer (CVRPC), Fred Pond (member of the public from Barre City)

Town Representation (16/20 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	Present	Present

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

Additions to the agenda:

- Raymond Pelletier suggested moving the “Going public: what/how/when?” and the “CVFiber network plan discussion” agenda items to a special meeting of the CVFiber Governing Board to be held on Thursday, June 10, 2021 at 6PM.

Public comment:

- Becky Browning introduced herself as the new delegate to the Governing Board from Woodbury.
- Taber Allison introduced himself as the new alternate delegate to the Governing Board from Marshfield.

- Chuck Burt shared with the Board that he had presented the possibility of Moretown using a portion of its ARPA funds to support CVFiber buildout.
- David Healy updated the Board CVFiber had received 8 proposals from the high-level design RFP. The proposals will be reviewed, and recommendations should be ready in the coming weeks. He added that the draft RFP for manager/operator should be received by tomorrow, June 9.

Consent Agenda:

- MOTION (Jeremy Hansen, second Jeremy Matt) *to approve the May 11, 2021 minutes as presented.* Passed unanimously. No Discussion.

Treasurer’s Report

- Jerry Diamantides presented the treasurers report. There are currently no outstanding invoices. The balance under the PSD grant is \$18,053. While he is awaiting final verification by Rob Fish, he believes that under this grant up to \$24,000 can be reallocated to a new administrative category. This will allow all funds to be fully spend down. Under the general operating support grant there is \$30,000 remaining leaving \$48,000 available in administrative grants. Jerry Diamantides further clarified that the over/under column represented the fund balance.

Clerk Update

- Jeremy Matt updated the Board that the only new invoice was the April invoice from CVRPC. All available committee minutes from previous years have been uploaded to the website. New minutes will be uploaded to the website as required by Vermont Open Meeting statutes. Sending the minutes to email distribution lists will be discontinued as the website is now fully operational and email distribution is not required by statute. He also noted that representatives from Barre City, Elmore, Middlesex, and Williamstown have not been present for four consecutive meetings including the current meeting.

Re-adoption of CVFiber Rules of Procedure

- Allen Gilbert stated that the Rules of Procedure must be updated annually and that he recommends Governing Board members review them semi-annually to help acquaint themselves with the details how CVFiber runs. All changes are noted at the bottom of page 4.

MOTION (Jeremy Hansen, second Siobhan Perricone) *to re-adopt the CVFiber Rules of Procedure as modified.* Discussion:

- R.D. Eno pointed out a typo on Page 1; Paragraph 3 in the second line. Allen Gilbert agreed to the correction.

VOTE: Passed Unanimously as amended

Policy committee: voting in meetings

- Allen Gilbert brought up the question of what the process should be for holding a private vote in a virtual meeting? Under open meeting law there can be no secret ballots held in virtual meetings. Votes shall be completed by roll call, recorded, and be presented in minutes. Therefore, the vote for the vice chair as completed at the May 11 meeting is invalid and should be recast.

Re-run of election of vice chair

- Chuck Burt nominates Siobhan Perricone for vice chair.
- Allen Gilbert nominates Tom Fisher for vice chair – Tom Fisher chose not to accept the nomination.
- By unanimous vote, Siobhan Perricone elected vice chair.

Committee appointments & approving committee chairs

- MOTION (Jeremy Hansen, second Jeremy Matt) *to approve Raymond Pelletier as chair of the Finance Committee, Allen Gilbert as chair of the Policy Committee, David Healy as chair of the Planning and Development Committee, and Chuck Burt as chair of the Communications Committee.* Discussion:
 - Tom Fisher questioned if vice chairs need approval by Governing Board if they serve as the alternate to the Executive Committee? Allen Gilbert thought they probably should be approved by the Governing Board. Jeremy Hansen directed the Policy Committee to take up this issue and bring a recommendation to the Governing Board.VOTE: Passed Unanimously
- MOTION (Allen Gilbert, second Jeremy Matt) *to appoint Alexis Julian to the Policy Committee.* Passed Unanimously. No Discussion

Alleged violation of Open Meetings Law

- Jeremy Hansen addressed the allegation that the Executive Committee violated Open Meetings Law. The complaint alleges the violation took place when the Executive Committee entered Executive Session to discuss a MOU. The complaint states that Executive Session can be used to discuss contracts but not specifically mention MOUs. However, an MOU can be considered a contract if it meets certain standards, and Jeremy Hansen believes the MOU in question meets those standards. Jeremy Hansen is confident open meeting law was respected.

Items to add to the operational budget: MS suite, advertising

- Chuck Burt explained that the current mishmash of technologies used for communication and file sharing is not meeting the needs of the organization. Chuck Burt went on to further outline the advantages of the Microsoft platform and added that every member and alternate would be given an email with a cvfiber.net domain. The anticipated purchase cost is \$4,000-\$7,000 annually.
- MOTION (Chuck Burt, second Siobhan Perricone) *to approve the adoption of the Microsoft Suite by the Governing Board and other key personnel as designated at Governing Board discretion and the cost of the Microsoft Suite in the amount of up to \$7,500 be added to the Administrative Budget.* Discussion ensued:
 - By friendly amendment the motion was modified to include inclusion in the Administrative Budget.VOTE: Passed Unanimously as amended.
- MOTION (Chuck Burt, second Siobhan Perricone) *to add a line item to the Administrative Budget for advertising not to exceed \$2,500 and to allow the Executive Committee to disperse these funds as needed.* Passed Unanimously. No Discussion.

Construction budget for Executive Committee

- Raymond Pelletier discussed how the organization is now receiving large grants for design and construction. Therefore, he believes the Executive Committee should develop a budget to track these funds received through these grants and all related expenditures under Governing Board approved contracts. Raymond Pelletier went on to also propose the Executive Committee be delegated authority administer the contracts, including payment to contractors when invoices were submitted under an approved contract.
- MOTION (Raymond Pelletier, second Siobhan Perricone) *that the Governing Board approve the establishment of a Construction Budget.* Discussion:

- Phil Cecchini asked if the purpose would be to pay invoices on work done under contracts that the Governing Board had already approved. Raymond Pelletier confirmed that this was the case. Ken Jones voiced concern given the size of the funds that would be disbursed and if the Governing Board was ready to delegate that authority. Raymond Pelletier confirmed that yes, on construction contracts that were already awarded by the board, the Executive Committee would have the power to authorize the treasurer to make payments. Jeremy Hansen stated that reporting and oversight by the Governing Board would still exist. Ken Jones restated that the Governing Board should approve the invoice for the purposes of keeping connected. David Healy added that with a PM overseeing construction, that individual will confirm that the contractor completed the work included in the invoice. Tom Fisher suggested that the contract administration be removed from the motion by friendly amendment. Ken Jones added that it will be beneficial if the Governing Board sees all big-ticket items until it is well practiced.

VOTE: Passed Unanimously as amended

Going public: what/how/when?

- Moved to the Thursday, June 10, 2021 Special Governing Board meeting.

Future meeting location

- From discussions with other Governing Board members and a short survey, Jeremy Hansen has found a rough consensus to return to in person or hybrid meetings as early as July. Therefore, how should the Governing Board accommodate remote attendees? Chuck Burt stated that from his experience, dedicated equipment and dedicated people to handle the equipment is essential. The Governing Board will need to find a location to hold its meetings. Several Governing Board member and participants stated that they will look into local options that could accommodate 20 people and other options for broadcasting the meetings.
- Jerry Diamantides stated that in-person should not be the default for this group. Siobhan Perricone agreed that there are many advantages to being virtual. Jeremy Hansen stated that as the emergency order is lifted, it is expected that a physical location will be required for public participation but that only an operator need be at the physical location and that the meeting could remain essentially virtual.
- Tim Sullivan will look into what are the equipment options.

Approval of Town ARPA MOU

- The Governing Board discussed whether it would be necessary to go into executive session to discuss the template MOU being considered for the assignment of ARPA funds to CVFiber. It was clarified that this was not about a particular MOU, it is about the structure of the MOU. It has been reviewed by an attorney. Currently it has not been shared and there have been no discussions regarding municipal ARPA funds. The Governing Board reviewed the previously identified strategy that that when discussing the assignment of ARPA funds from the municipality to CVFiber, the MOU would be one of the last steps. Each member should be having conversations with their municipal governing bodies to discuss options and introducing the opportunity of using the ARPA funds to build out their fiber network. David Healy stated that this is not the document to bring to the town first. The MOU should be the second to last step.
- Jeremy Hansen posed the question to the Governing Board if there was a feeling that discussing the MOU at an open forum presented risk a of premature general public knowledge that would put CVFiber at a disadvantage. Several members felt it would put CVFiber at a disadvantage as CVFiber entered into

discussions with select boards, stating that the MOU should not be public until after towns understand what is being considered.

- Jeremy Matt pointed out that as soon as CVFiber enters into an agreement with a town the MOU will become public anyway. Allen Gilbert stated that nothing in the MOU was proprietary. Other members agreed with this perspective.
- MOTION (Raymond Pelletier, second Chuck Burt) *that the Governing Board approve the draft CVF-Town MOU as the basis for negotiating an agreement with towns for their contribution of ARPA funds to accelerate the development of a high-speed, affordable CVFiber Community Network.* Discussion:
 - Allen Gilbert identified several typos that would need corrections.VOTE: Passed Unanimously with corrections.

CVFiber network plan discussion [possible executive session]

- Moved to the Thursday, June 10, 2021 Special Governing Board meeting.

Appointment of PM [possible executive session]

- Jeremy Hansen stated that the Executive Committee had met and had an endorsed a preferred candidate for the project manager and that the Governing Board needed to discuss and approve the recommendation. This was a personnel issue and appropriate for Executive Session.
- MOTION (Jeremy Hansen, second Jeremy Matt) *pursuant to 1 V.S.A. § 313(a)(3), the CVFiber Governing Board shall go into Executive Session to discuss the appointment, employment or evaluation of a public officer or employee. Michael Birnbaum was asked to remain for executive session given his expertise in the fiber market.* Passed Unanimously. No discussion.
 - Enter: 8:02
 - Exit: 8:07
 - NOTE: The Governing Board exited Executive Session because the justification for entering executive session was misidentified. CVFiber will be entering into a contract with a Project Manager, not hiring an employee. No discussion of the project manager topic took place. The only topic discussed was the justification for entering Executive Session.
- MOTION (Jeremy Hansen, second Jeremy Matt) *To find that premature public disclosure of CVFiber's discussions regarding contract negotiations with a Project Manager would put CVFiber at a disadvantage.* Passed Unanimously. No discussion.
- MOTION (Jeremy Hansen, second Jeremy Matt) *pursuant to 1 V.S.A. § 313(a)(1), the CVFiber Governing Board shall go into Executive Session to discuss entering into a contract with a Project Manager. Michael Birnbaum was asked to remain for executive session given his expertise in the fiber market.* Passed Unanimously. No discussion.
 - Enter: 8:09
 - Exit: 8:19
- Raymond Pelletier reminded everyone that we had a failed search earlier this year. David, Tim, Tom, Ray reviewed applicants. We got over 30 applications for the re-opened search, many of which were of low quality and were excluded. After a few rounds of weeding out applicants, we got down to 5 potential candidates, but by the time we got to interviews, two of those five were no longer interested. Interviews were conducted with the remaining two applicants. Tom Fisher noted that Jerry Diamantides provided by far the best application. He has extensive experience managing large projects; the only area he was lacking was experience managing fiber projects specifically.
- MOTION (Raymond Pelletier second Jeremy Matt) Move that the Board approve the appointment of Jerry Diamantides, as an independent contractor, to the position of CVFiber Project Manager and

authorizes the Executive Committee to negotiate and approve a contract and its execution by the Chair.
Passed unanimously. No discussion.

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Roundtable

- Chuck Burt noted that CVFiber will need to find a new treasurer.
- Phil Cecchini said that he would consider taking on the Treasurer position.

Meeting Adjourn adjourned at 8:27 PM

Respectfully submitted,
Jeremy Matt, Clerk