



CV FIBER EXECUTIVE COMMITTEE MEETING MINUTES

GoToMeeting (virtual meeting only)

June 14, 2021

Present:

Committee Members: Jeremy Hansen (Berlin), Chuck Burt (Moretown), Ray Pelletier (Northfield), Siobhan Perricone (Orange), Jerry Diamantides (Treasurer), Allen Gilbert (Worcester)

Absent: David Healy (Calais), Jeremy Matt (Plainfield)

Others: Tom Fisher (East Montpelier), Phil Cecchini (Barre City)

Called to order: 6:33pm by Jeremy Hansen via GoToMeeting

Additions to the agenda

- Ray Pelletier suggested adding discussion of the 2022 budget.
- Ray Pelletier suggested that the PM contract should be discussed in executive session. Jeremy Hansen noted that he needs to be gone by 7:30.

Public comment

- None

Purchasing MS Suite

- Jeremy Hansen noted that the Governing Board has authorized the Executive Committee to purchasing the Microsoft Suite. Chuck Burt noted that the cost will be in the ballpark of \$4,000 to get everyone up and running on the basic suite. Chuck Burt said that there needs to be a PO and the purchase will be completed through CBW (a purchasing service the State uses).
- MOTION (Jeremy Hansen second Ray Pelletier) to authorize Chuck Burt to go forward with purchasing the baseline level of service on the Microsoft Suite for each Board member, the treasurer, and the Project Manager. Passed unanimously. No discussion.

Purchasing Magnetic Signs

- Jeremy Hansen noted that the purchase of the signs has been authorized by the Governing Board. Chuck Burt said that R.D. Eno was tasked with getting a precise quote for the signs.
- MOTION (Ray Pelletier second Siobhan Perricone) that Chuck Burt be authorized to spend up to \$500 to purchase magnetic signs for use by the Pole Inventory team, the Project Manager, or other similar uses. Passed unanimously. No discussion.

H.315 Grant Status

- Jeremy Hansen noted that CVFiber was granted an additional \$30,000 in round two to expand our pole inventory to Orange. Those agreements are currently in legislative limbo. There are some additional deliverables that will need to be prepared for this grant. Jeremy Hansen said that he regularly receives additional info from Rob Fish, but we still do not know when those funds will be received.

Status of RFPs

- Ray Pelletier reported that David Healy is running the show for the high-level design and the detailed engineering. Ray Pelletier also reported that an operator RFP is being prepared and David Healy is pushing hard to get this out the door. Jerry Diamantides noted that there are interviews lined up soon.

WEC Agency Agreement

- MOTION (Ray Pelletier second Siobhan Perricone) that the Executive Committee approve the WEC-CVFiber Agency Agreement dated June 6, 2021 and authorizes the CVFiber Chair to execute the agreement on behalf of CVFiber. Passed unanimously. Discussion:
 - Ray Pelletier noted that this agreement has been hammered out between CVFiber and WEC to do pole inventories and makeready work. We would then come under WEC's umbrella authority to access the pole easements. Our subcontractors would also be covered by this agreement.

Discussion of Term Sheets

- MOTION (Ray Pelletier second Chuck Burt) Move that the Executive Committee authorize the engagement of an attorney to provide advice regarding Pole Contract Confidentiality. Passed unanimously. Discussion:
 - Jeremy Hansen said that he would like to learn a bit about this. Ray Pelletier noted that part of the requirements that have been piling up on us is the responsibility to submit the master service agreements, work orders, etc. as part of the evidence of our contractual process and agreements that we have. Part of the work order is the term sheet that contains vendor prices, locations we are considering building, and other information that could put us at a disadvantage if this were made public. The Term sheet as sent to the DPS has been marked confidential but requires tight legal language to explain exactly why this information is confidential. Jeremy Hansen noted that this has not been a problem in the past, and we have already gone through this. Ray Pelletier said that he thinks that the process in the past is not adequate for this as we are now dealing with contractors who might want to review the information before it is made public. Allen Gilbert said he thinks that deciding a document is exempt in advance of a public records request is a bad idea. Vermont's public records law works on the assumption that every record is public unless the agency holding the information can point to a specific exemption. Ray Pelletier noted that Rob Fish has made the request that we identify any information we think may be confidential. Allen Gilbert said that he does not see why we need to get an attorney to identify information we already have decided is confidential. We have already made the decision; we just need to tell Rob Fish what is covered and what the applicable exemption is. Jerry Diamantides said that the reason an attorney might be helpful is that there is a third party involved, specifically our contractors and the information they want to keep confidential. Jeremy Hansen asked if the

purpose is to speed up the process of responding to public records requests. Ray Pelletier said yes and noted that an attorney said that the input of a second attorney would be helpful.

Going Public Discussion

- Ray Pelletier noted that there was not much time to discuss this at the last Governing Board meeting. He said that he thinks that now is the time to start going public both to inform our constituents and to bolster our requests of ARPA funds from towns.
- MOTION (Ray Pelletier second Siobhan Perricone) Executive Committee requests the Communications Committee to develop and recommend to the Executive Committee a CVFiber Public Information Campaign that will inform community member towns, residents, and the media of CVFiber's vision, status, and outlook, and that will not put CVFiber at competitive disadvantage. Passed unanimously.

Discussion:

- Chuck Burt said that he supported this motion but asked Ray Pelletier where he sees the line of competitive disadvantage falling when it comes to preparing these documents. Are we going to start releasing information about our planned early builds? Ray Pelletier said that he thinks that this is something that Communications Committee can work on and that it is a campaign, not a single document. He expects that it will be revised many times.
- Jerry Diamantides noted that we are going to be receiving tens of millions of dollars and that we have a couple of audiences for this campaign. First, we need to give the entities doling out the money confidence that we can deliver and second, we need to reach out to the people who will be seeing vehicles with our logo on them.
- Allen Gilbert asked if the purpose is to produce an internal document for our use or as a document to share publicly. Ray Pelletier said that it was more the latter. Allen Gilbert noted that the legislature was very clear that they do not want any overbuild and they do not want CUDs competing with private entities and is concerned that we could be put in a precarious position if we released some information and Consolidated decided to go out with some trucks and start overlashing fiber on their existing copper. There followed additional discussion regarding what the campaign might look like.

Setting Regular Meeting Date/Time

- Jeremy Hansen asked if there were any objections to setting the regular meeting time to the Mondays after the Governing Board meeting. Siobhan Perricone said she did not like it as it sometimes interferes with select board meetings, which start at 5PM, but that she can work around it if necessary.
- Chuck Burt noted that if we task the Planning & Development Committee with a task, they will not be able to warn it in time. Jeremy Hansen noted that minor items can be added as "other items".
- MOTION (Jeremy Hansen second Chuck Burt) to set the regular meeting time of the Executive Committee to the Monday following the regular Board meeting which occurs on the second Tuesday of each month. Passed unanimously. No Discussion.

Working on the 2022 Budget

- Ray Pelletier noted that he has asked the Committee chairs to develop budgets and provide that information to Ray by the end of July.

PM Contract

- MOTION (Jeremy Hansen second Siobhan Perricone) To find that premature general public knowledge of the project manager contract would clearly place CVFiber at a substantial disadvantage. Passed unanimously. Discussion:
 - Jerry Diamantides asked if he should leave for the executive session. Jeremy Hansen said that yes, he should leave.
 - Tom Fisher asked if he should stay. Jeremy Hansen said that as he was part of the project manager application review team Tom could stay if he has information to share.
- MOTION (Jeremy Hansen second Siobhan Perricone) to enter executive session to discuss the contracts referenced in the previous motion and to discuss contracting with a project manager pursuant to 1 V.S.A. § 313(a)(1)(A). Passed unanimously. No discussion.
 - Enter: 7:23
 - Exit: 7:34
- MOTION (Ray Pelletier second Siobhan Perricone) Executive Committee approve the Project Manager independent contractor contract with Jerry Diamantides dated June 13, 2021, to include an amendment to section 2k regarding CVFiber policy regarding subcontractors. Further, that the Planning and Development Chair is designated to make decisions regarding the approval of such additional time per month as the Planning and Development Chair determines is warranted. Passed unanimously. Discussion:
 - Allen Gilbert asked how the policy language would be handled. Ray Pelletier said that he will replace section 2k with the policy language provided by Allen Gilbert.
- Jeremy Hansen noted that we have a PM contract and that once the contract is executed, he will rescind Jerry's access to the bank accounts, etc.

Roundtable

- None

Meeting Adjourned at 7:38PM

Respectfully submitted,
Jeremy Matt, Clerk

Summary of tasks assigned:

Communications Committee:

- Develop a plan for a public information campaign.