



CVFIBER GOVERNING BOARD MEETING MINUTES

GoToMeeting (virtual meeting only)

July 13, 2021

Present:

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

Alternate delegates: David Wendt (Duxbury - Alternate), Phil Cecchini (Barre Town - Alternate)

Others: Jerry Diamantides (Treasurer), John Walters, ORCA, 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	Absent
Roxbury	Washington	Williamstown	Woodbury	Worcester
Present	Present	Absent	Present	Present

Called to order: 6:04 PM by Jeremy Hansen via GoToWebinar

Additions to the agenda:

- No additions

Public comment:

- No comments

Consent Agenda:

- MOTION (Jeremy Hansen, second Siobhan Perricone) *to approve the June 8th, June 10th, and July 6th, 2021 minutes as presented.* Passed unanimously. No Discussion.

Clerk’s Report

- No clerk’s report

Financial report

- Phil Cecchini gave a summary of CVFiber current balances.
 - Balances: \$25.05 (savings), \$69,494.65 (checking).
 - Outstanding invoices: \$1,010.66 total for admin (\$411.54), legal (\$210.00), and advertising services (\$489.12)

Project manager’s report

- Jerry Diamantides briefed the Governing Board that progress is being made with the Public Service Department information request. It is all fairly straightforward but requires detailed management. The grants are also moving forward. The final set of agreements are expected to be executed July 14 for the pole inventory. The letter that needed to be drafted for the high-level design work is nearly complete. There is a working group meeting weekly with WEC to facilitate coordination.

Waterbury’s application to join CVFiber

- In what was a bit of a surprise, Jeremy Hansen came across an article via google alert indicating that in April, Waterbury had voted to join CVFiber. This did not imply that Waterbury had joined the CVFiber but that it was now up to the Governing Board to vote to admit Waterbury into CVFiber.
- MOTION (Raymond Pelletier, second Siobhan Perricone) *to admit Waterbury into the CVFiber Communications Union District without conditions subject to confirmation of their formal motion to join CVFiber.*
 - Waterbury currently has a high level of broadband coverage. There should be communication with the town before voting to admit them to ensure they are aware of CVFiber strategy and ensure that the town understands that those areas that are underserved will be the first priority and fully understand how they will be integrated into planning.
 - Smaller towns expressed concern that adding new towns could displace them in the district’s prioritized list for broadband build out.
 - Towns are supposed to submit a formal request to join CVFiber, but Waterbury have had no communication with CVFiber, therefore it seems premature to vote to accept Waterbury at this time. It is important to be diligent now to ensure CVFiber does not open itself up to lawsuits years in the future.
 - There would be no grant funding received through H360 for Waterbury to be included in the strategic planning because they would be admitted after the June 1 deadline. Perhaps the town would want to use ARPA funding to join this planning effort.
 - The Governing Board generally supports the admission of Waterbury and see the benefits bringing another larger community into the CUD. However, many members felt there should be communication and an official municipal request before the Governing Board voted to accept them.
- VOTE by Roll Call: Motion Fails

Joshua Jarvis (Barre Town)	No	Tom Fisher (East Montpelier)	No	Siobhan Perricone (Orange)	No
Jeremy Hansen (Berlin)	No	John Morris (Marshfield)	Yes	Tim Sullivan (Roxbury)	No
R.D. Eno (Cabot)	No	Ken Jones (Montpelier)	No	Katharina Mack (Washington)	Yes
Henry Amistadi (Duxbury)	Yes	Chuck Burt (Moretown)	Yes	Becky Browning (Woodbury)	No
		Raymond Pelletier (Northfield)	No	Allen Gilbert (Worcester)	No

RFP for accounting services

- MOTION (Tom Fisher, second Jeremy Hansen)

Whereas CVFiber has several very large grant opportunities that will significantly impact our cost outlay, rate design, and thus take rates, and

Whereas Knowledge of tax liability, depreciation claim opportunities, cash reserve best practices in this market, and several other finance tools is essential; and

Whereas Proper accounting will prepare CVFiber for audits, as well as inform budget preparation and management, and

Whereas Accounting services will assist CVFiber with grant administration and compliance.

It is hereby moved that the CVFiber Governing Board request the Finance Committee to draft, and the Executive Committee to refine, issue and publicize a Request For Proposals for an Accounting Contractor whose prime responsibilities will be to properly structure, maintain, and keep the CVFiber books, prepare and aid in the management of our budget, prepare for audits, and aid in the design of our subscription rate structure.

- The question was raised as to if this was in CVFiber's budget. Jerry Diamantides responded, that this is not expressly included in the budget, but that grants allow a certain amount to be drawn down for grant admin, and accounting would qualify. CVFiber needs to meet the requirements designated by the grants and accounting services would be an important step toward ensuring this. This would not preclude future collaboration with VCUDA for unified accounting services.
- VOTE: Passed Unanimously

Grant Anticipation Notes Treasury ruling request

- This item was made moot prior to the meeting and was removed from agenda

Town ARPA funds

- The question at hand was how best to approach towns about how to contribute some portion of their ARPA funds to the CUD. As opposed to funds raised by taxing residents, municipalities are permitted to assign a portion of their ARPA funds to the CUD. While funds received from towns would not guarantee planning or construction directly within their municipal boundaries, it would guarantee lower rates for users across the CUD service area. In other CUDs debt service makes up nearly half of their user fees. Grant funds received through ARPA would greatly reduce debt and therefore the fees passed on to local residents.
- Some board memberse had already spoken with their select boards and had received specific requests for an exact dollar value, a formal request, and a clear understanding of CVFiber's strategy to help them make an informed decision.
- Raymond Pelletier stated that he and R.D. Eno had developed a presentation for Cabot. This could be done contextually for each town that requested it.
- Several members pointed out that it was a hard sell to get select boards to contribute large portions of their grants if the work would not be completed within town boundaries.

- David Wendt raised concerns about any requirements regarding tracking, stating that he hoped the CUD would ensure CVFiber doesn't run afoul of any rules or expectations. Poor management at this phase could greatly degrade the municipal relationship.
- Jeremy Hansen stated that CVFiber would pursue getting a definitive legal opinion.

Update on grants

- Jeremy Hansen is having trouble with SAMS, which is holding up some of the state grants.

“Going public” presentation (possible executive session)

- MOTION (Raymond Pelletier, second Siobhan Perricone) AMENDED: *Move that the information contained in The Presentation, less inclusion of Waterbury and respective data, dated July 12, 2021 is declassified and may be used in such a manner and in such settings as the Executive Committee or Communications Committee may determine.*
 - Chuck Burt gave a little background that this was with regard to several slides containing information that in the past the Governing Board determined, were it made public, would be detrimental to the CUD's goals and therefore was made confidential. Much has changed since that determination and therefore the governing board was considering making it public. Additionally, Chuck Burt requested a friendly amendment to add the Communications Committee to the motion.
 - Discussion ensued.
 - Henry Amistadi stated that the Governing Board was not voting to make the presentation public today, but rather to place the authority in the hands of the Executive Committee and the Communications Committee and that he believed they would make good decisions.
- VOTE: Passed Unanimously

Roundtable

- The Executive Committee, Planning and Development Committee and Communication Committee will be meeting next week.
- Gratitude was expressed for the work Raymond Pelletier, John Walters and Chuck Burt put into the presentation.
- Deliverables for the high level design are expected in late August.

Meeting adjourned at 7:48 PM

Respectfully submitted,
Jeremy Matt, Clerk