



CVFIBER GOVERNING BOARD MEETING MINUTES

Maplewood Traveler Service Center, 159 Paine Turnpike N, Berlin, V
and
Virtually on MS Teams

November 9, 2021

Present:

Governing board delegates:

Allen Gilbert (Worcester), Chuck Burt (Moretown), David Healy (Calais), David Lawrence (Middlesex), Henry Amistadi (Duxbury), Jeremy Hansen (Berlin), Jeremy Matt (Plainfield), Joshua Jarvis (Barre Town), Linda Gravell (Waterbury), R.D. Eno (Cabot), Raymond Pelletier (Northfield), Siobhan Perricone (Orange), Tim Sullivan (Roxbury), Tom Fisher (East Montpelier).

Alternate delegates:

Christopher Shenk (Waterbury - Alternate), David Wendt (Duxbury - Alternate), John Russell (Worcester - Alternate), Phil Cecchini (Barre Town - Alternate).

Others Present:

ORCA, Christian Meyer (CVRPC), Jerry Diamantides, John Walters, Will Anderson (VCUDA).

| Town Representation (14/21 towns represented) | | | | |
|--|-----------------|----------------|----------------|----------------|
| Barre City | Barre Town | Berlin | Cabot | Calais |
| Absent | Present | Present | Present | Present |
| Duxbury | East Montpelier | Elmore | Marshfield | Middlesex |
| Present | Present | Absent | Absent | Present |
| Montpelier | Moretown | Northfield | Orange | Plainfield |
| Absent | Present | Present | Present | Present |
| Roxbury | Waterbury | Washington | Williamstown | Woodbury |
| Present | Present | Absent | Absent | Absent |
| Worcester | | | | |
| Present | | | | |

Called to order: 6:00 PM by Jeremy Hansen

Additions to the agenda:

- Raymond Pelletier requested that discussion of joining the VCUDA fiber purchase be added to the agenda.

- Chuck Burt request an item be added to address open meetings requirements and engaging in discussions with the public.

Public comment:

- No Comments

Consent Agenda:

- MOTION (Jeremy Matt, second Siobhan Perricone) *to approve the October 12th, 2021 minutes as presented.* Passed unanimously. No Discussion.

Financial report

- Phil Cecchini reported \$4,900 in bills have been approved since last meeting covering admin and project management costs. CVFiber currently has a financial balance of \$372,000. There have been no new cash receipts or grants since the last meeting.
- Raymond Pelletier reported that CVFiber has executed a contract with Batchelder Associates to complete accounting services. He will be meeting with them later this week. Their work can be billed to the preconstruction grant as an eligible admin cost. Additionally, internal controls are being set up.

Clerk's Report

- No formal report

PM's report

- Jerry Diamantides reported that two firms are currently in the field collecting data while a third is working to clean up data. Data has been collected for 75% of Area A and the work is expected to be completed by the end of November 2021.
- Vantage Point is working on the high-level design. This work is being paid out of the Three CUD grant and the CVFiber grant. Work is roughly 30% complete. Work is running roughly one week behind schedule. However, work should still be complete by the end of year.
- Regarding the Northfield-Roxbury project, engineering and design work is complete and the make-ready work will be rolled into the process. There was a bit of a holdup coordinating with TDS Telecom. Work will be paid for when complete. Work must be completed so the funds can be dispersed before 12/31/2021.
- R.D. Eno asked if could there be a town-by-town report on project progress. He is getting a number of questions about when work will begin in Cabot. Jerry Diamantides thought this type of reporting was possible. Jeremy Hansen responded that Cabot is in Area C and the timeline is still not finalized for this area.

Annual Report/Budget hearing

- Jeremy Hansen and Raymond Pelletier gave some background on the statutory requirements of the Annual Report and the required public hearing. Annually CVFiber must provide an opportunity for representatives of municipal governing bodies or any other members of the public to comment on the proposed annual report and proposed budget. This hearing has been publicly noticed and announced. The final budget will be adopted the 14th of December.
- No comments were received.

Preconstruction grant update

- Jeremy Hansen stated that there have been some minor modifications to this Preconstruction Grant agreement, but it is complete. It has been distributed to David Healy, Jerry Diamantides and Raymond Pelletier for review. Jeremy Hansen expects to sign off on it within the day and get things underway presently. This will be for \$700,000. With these funds in the bank, work on Areas B and C can commence.

WEC update

- David Healy reported that the three CUDs have received an initial MOU from WEC. They are reviewing it and work is progressing.
- VELCO and WEC ran fiber from East Montpelier to the Maple Corner sub-station in Calais. Additionally, Calais has approved \$30,000 to connect fiber from Kents' Corner to the town offices in Gospel Hollow.
- David Healy reported that they are holding regular Thursday meetings with WEC. This has been important in getting everyone on the same page and preparing for the make-ready workload that is coming soon.
- Raymond Pelletier continued that the relationship with the WEC network extends into NEK Broadband and ECFiber territory. Of the 800 miles of line, 500 miles are in CVFiber. WEC will pursue low interest federal loans; the meetings are important to helping to assure WEC that the CUDs will be able make payments on those loans.
- The question was raised, which CUDs are working with NRTC (National Rural Telecommunications Coop)? The response was only NEK Broadband.

Fiber Purchase

- Will Anderson from VCUDA briefed the group on an opportunity for the CUD to purchase fiber as part of a large-scale statewide purchase. VCUDA is securing 2000 miles of fiber for Vermont with help from NRTC, whose offices are in Washington DC. Of this purchase, 1000 miles will be designated for NEK Broadband. VCUDA is purchasing the fiber with backing from VCF and several other partners. The letter of credit is ready. VCUDA needs commitments from those CUDs who wish to participate in this purchase and indication that they have grant funding available to pay for it.
- MOTION (Jeremy Matt, second Siobhan Perricone) *that the Governing Board authorize the Executive Committee to commit construction funds to VCUDA for the purchase of fiber.* Passed unanimously.

Discussion:

- Phil Cecchini asked if the fiber had already been manufactured? Yes. It has already been made. Additionally, this purchase is only dealing with fiber and not other equipment. Is a high-level design necessary? David Healy responded that it was not, and that estimates have already been made on the mix of fiber backbone and secondary backbone needed based on a study completed by WEC. Currently there are three CUDs who have indicated they will be participating in the purchase and CVFiber can expect to purchase roughly 300 miles of fiber in the deal for roughly \$900,000.
- Jeremy Matt asked if this fiber will be compatible throughout the network, which will require roughly 1200 miles to be full built out. Yes, it will.
- David Healy summarized, that the Executive Committee would work out the details on the purchase, but the question on hand is if the Governing Board feels this is a good opportunity to get a good price on fiber and avoid the potential 18-month delay if purchasing independently.

- Allen Gilbert asked if there will be opportunities to work with NRTC to identify contractors as well as materials? He has heard three consistent concerns brought up, (1) How will CUDs secure funding? (2) Where will they get materials? and (3) How will they find contractors? Recent grant awards have helped resolve the first question. This deal would seem to address the second question. Help with the third question would be appreciated. Will Anderson thought there was a good probability that they would be able to assist.
- Chuck Burt stated that all purchasing policies will need to be followed.
- R.D. Eno asked where will it be stored? Will Anderson stated that VCUDA is working to reserve two storage facilities in Rutland and perhaps Berlin. Storage and insurance is needed.
- Jeremy Matt asked when does CVFiber need to have a contract executed? VCUDA would like it ASAP, and that committing by Thursday, after the Executive Committee meeting would be ideal.
- Henry Amistadi asked if there were an opportunity for future purchases? Yes, VCUDA plans to initiate future statewide purchases in coming years.

Open meetings public discussions

- Chuck Burt noted that a member of the public sent a “notice of open meeting violation” to the CVFiber Governing Board email list. Chuck wanted to reiterate for the Governing Board that if Board members receive emails about open meeting violations, requests for public documents, etc. directly from the public they should not respond. The reason for this is that CVFiber has in place procedures for responding appropriately to these sorts of notifications/requests.
- Chuck Burt also reminded the Board members not to “reply all” to messages received from the mailing lists, as this could violate open meeting laws.

Neighboring CUDs, Elmore & Waterbury

- In addition to membership in CVFiber, Waterbury has joined the Lamoille CUD as it may provide the best access for certain parts of town. Elmore may follow a similar track because it is more cost effective to bring fiber in from the Lamoille CUD for certain neighborhoods.
- Jeremy Matt asked if this affects the high-level designs. Jeremy Hansen responded, no. Data will be shared among CUDs and coordination will ensure there is not unnecessary overlap.

Evernorth grant amendment

- Jeremy Hansen briefed the Governing Board on the housing non-profit, Evernorth, which is renovating an apartment complex in Barre. They want to serve the whole complex with Wi-Fi. Rob Fish suggested it could be funded with CARES funds through CVFiber. There would be no additional paperwork or overhead. They have done a competitive bid and have a contractor lined up. CVFiber would need to amend its CARES act funds agreement and it would be complete by the end of year.
- MOTION (Raymond Pelletier, second Siobhan Perricone) *to approve authorizing Jeremy Hansen to act as the point person to prepare and submit the CARES grant amendment to effect construction of the Evernorth Project.* Passed unanimously as amended. Discussion:
 - Jeremy Matt asked who would take on the grant amendment? Jeremy Hansen noted that Rob Fish has the amendment language ready to go.
 - Jeremy Matt offered the friendly amendment that the motion should authorize Jeremy Hansen to act as the point person to prepare and submit the CARES grant amendment. Raymond Pelletier and Siobhan Perricone accepted the amendment.

Procurement policy

- Raymond Pelletier explained to the Governing Board that VT Community Broadband requires CUDs to have a procurement policy. Raymond Pelletier has modified and customized the procurement policy form NEK Broadband for CVFiber and it has been reviewed and is supported by the Planning and Development Committee and the Executive Committee
- MOTION (R.D. Eno, second Jeremy Matt) *to approve and adopt the procurement policy dated October 25, 2021*. Passed unanimously. No Discussion.

Website updates

- Raymond Pelletier wanted to request that CVFiber's bylaws and policies be posted online on a page titled something like "Policies, Reports and Budgets"
- MOTION (Raymond Pelletier, second Jeremy Matt) *to approve establishing a page on the CVFiber.net website for the publication of non-confidential material, such as policies, reports, budgets, and studies, and such other documents as the Executive Committee may authorize*. Passed unanimously. Discussion:
 - Siobhan Perricone asked who would be responsible for creating and maintaining the page? Chuck Burt responded that design and development could be done with the existing web developer, but he was not sure how far the developer will be able to go given the current retainer. He added that keeping it up to date may be difficult and asked if the RPC could play that role? Yes, the RPC could be hired to do this. It will cost a little but is critical. Jeremy Hansen added that the items that are posted should be limited to items that don't change often. Budgets, reports and policies, for example.
 - Linda Gravel volunteered time to help build out the page. Christopher Shenk added that it could be set up to be super simple and searchable.
 - Jeremy Matt asked about posting studies or reports that contain sensitive elements that would put CVFiber at a disadvantage if they were made public and asked if these materials would need to be redacted before posting. Allen Gilbert clarified how redactions are made. The Clerk consults with a couple key people to make a decision to redact any items. There followed additional discussion on what sort of items should be posted. The consensus was that items posted would be limited to policies, annual reports, budgets. This page would not be a complete repository of all of our public documents.
 - Jeremy Matt thought that keeping policies, annual reports, and budgets up to date was not such a not a big deal and that the clerk could do this.
 - Chuck Burt reminded the group that, by definition, everything CVFiber creates is public, except where a specified exemption to public records law has been identified and section of a document has been redacted as a result.

Developer/operator selection (possible executive session)

- Jeremy Hansen thought the Governing Board needed to go into executive session for contacts discussions.
- MOTION (Raymond Pelletier, second Jeremy Matt) *Move that pursuant to 1 V.S.A. § 313(a)(1)(A) we find that premature public knowledge of our discussions relating to Developer/Operator contract negotiations would put CVFiber at competitive disadvantage*. Passed unanimously. No Discussion.
- MOTION (Jeremy Hansen, SECOND Jeremy Matt) *for the Governing Board to enter executive session with alternates and the project manager present to discuss contracts related to the developer/operator contract*. Passed unanimously. No Discussion.

- Executive Session:
 - Enter: 7:21
 - Exit: 7:51
- MOTION (David Healy second Jeremy Matt) Move that the CVFiber Governing Board authorize the Executive Committee to:
 1. Engage in contract negotiations with the NRTC-WCVT-MBI Team to become the Developer and Operator of the CVFiber Community Network,
 2. Establish a negotiating team,
 3. Engage such consultants and attorneys as necessary and budgeted, and
 4. Upon successful negotiations, recommend such agreements to the Governing Board to award the Developer and Operator contract to NRTC-WCVT-MBI Team.Passed unanimously. No discussion.

Roundtable

- Christopher Sherk said that he was interested in joining the Communications Committee. Chuck Burt said that he should join the next few Communications Committee meetings to see if it really is something he wants to join.
- Allen Gilbert supported the idea of working with other CUDs to serve parts of our member towns.
- David Healy reported that there are a small group of CUD folks who are trying to develop a pool of workers to provide broadband services.
- Henry Amistadi noted that F.X. Flynn sent out a cost estimator spreadsheet and wondered if anyone at CVFiber had used it. Ray Pelletier noted that in previous budgets we've worked from information provided by ECFiber and F.X. Flynn and the spreadsheet may influence future budgets.
- Tom Fisher noted that Vermont is going to get around another \$100 million from the Federal Government, of which CVFiber will likely get around \$10 million.

Meeting adjourned at 8:05

Respectfully submitted,
Jeremy Matt, Clerk