



**CVFIBER GOVERING BOARD COMMITTEE MEETING MINUTES**

Maplewood Travelers Service Center  
 159 Paine Turnpike North, Berlin, VT  
 and  
 Virtually on MS Teams

December 16, 2021

**Present:**

**Governing Committee Delegates:**

Allen Gilbert (Worcester), Chuck Burt (Moretown), David Healy (Calais), Henry Amistadi (Duxbury), Jeremy Hansen (Berlin), Jeremy Matt (Plainfield), Jonathan Williams (Barre City - Alternate), Katharina Mack (Washington), Linda Gravel (Waterbury), R.D. Eno (Cabot), Raymond Pelletier (Northfield), Siobhan Perricone (Orange), Tom Fisher (East Montpelier).

**Alternate delegates:**

Christopher Shenk (Waterbury – Alternate), Walker Blackwell (Washington – Alternate), Taber Allison (Marshfield – Alternate)

**Others Present:**

Christian Meyer (CVRPC), Jerry Diamantides, John Walters, Phil Cecchini (Treasurer), ORCA

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

**Called to order:** Jeremy Hansen called the meeting to order at 6:00

**Additions to the agenda:**

- Chuck Burt requested an item be added for committee membership

**Public comment**

- None

**Meeting minutes approval**

- MOTION (Jeremy Matt, SECOND Siobhan Perricone) *to approve the Meeting Minutes from the November 9, 2021 and November 16, 2022 Governing Board meetings.* Passed unanimously. No discussion.

**Financial report**

- Phil Cecchini reported that the current CVFiber balance is roughly \$1.6 million. This is due to an advance of \$700,000 from a grant. About \$110,000 in invoices has been approved to be paid.
- R.D. Eno has an outstanding invoice for the second batch of magnetic signs and will be in touch with Phil Cecchini regarding payment of that invoice.

**Clerk's report**

- Business as usual

**Committee meeting membership**

- MOTION (Chuck Burt, SECOND R.D. Eno) *Move that Linda Gravell be added to the Communications Committee.* Passed unanimously. No discussion.
- MOTION (Raymond Pelletier, SECOND Siobhan Perricone) *Move that Christopher Shenk be added to the Finance and Audit Committee.* Passed unanimously. No discussion.
- MOTION (Allen Gilbert, SECOND Jeremy Matt) *Move that Linda Gravell be added to the Policy Committee.* Passed unanimously. No discussion.

**PM's report**

- Preconstruction work & grants
  - Jerry Diamantides reported that last September CVFiber gave the Notice To Proceed on the pole inventories in Area A. The inventories are now largely complete. East Montpelier's will be finished up this week. Some of the work in Calais needs to be backfilled due to the quality of the data. The grants to complete the work in Area A have been extended giving ample time to wrap things up. The grant for High Level Design has also been extended.
  - The Pole Inventory for Areas B and C is forthcoming. Bids are due Tuesday, 12/21. Money for this work is already in the bank. This work could start early January 2022.
- Fiber purchase

- CVFiber is participating in the VCUDA bulk fiber purchase and is buying 300 miles of fiber. Raymond Pelletier noted that this purchase is costing approximately \$800,000.
- Northfield/Roxbury project
  - This project was funded through the CARES Grant. CVFiber had until December 31, 2021 to connect 50 residences. This work hit problems with “make-ready.” This was a result of problematic VT laws. CVFiber, on the urging of state partners, will make a formal complaint to the Public Utilities Commission. Roughly \$26,000 of work has been completed. There will not be a claw-back as CVFiber has not received any funds. CVFiber will simply rescind our invoice to the Department of Public Works. CVFiber will need to work with ECFiber/Valleynet to figure out how to deal with the expenses incurred to date.
  - Make-ready is a series of events that prepares a pole to accept fiber. It includes pole attachment applications, contractors, and moving wires on poles. It has a lot of moving parts, can significantly delay network construction, and can be expensive.
  - As more information is collected and the complaint is drafted it will be shared with the Governing Board.

### **Town Reports**

- Raymond Pelletier received a note from Northfield regarding when a CVFiber report needs to be submitted to the municipality for inclusion in the town annual report. These submissions are short and each delegate should submit to their town.
- Chuck Burt recommended that the Communications Committee take this up at their next meeting.

### **Adoption of 2022 budget**

- Raymond Pelletier briefed the Governing Board that the process is three-part: (1) The board approves the budget with town feedback, (2) there is a public hearing, and (3) the Governing Board adopts. Raymond Pelletier stated that there have been several changes. The administration section has been adjusted to account contracts. Dues were adjusted to reflect VCUDA dues. There was a modification to the Treasurer’s stipend. The reserves were also changed to reflect the impacts of the above discussed items. The total budget is for \$15,150,950.
- MOTION (Raymond Pelletier, SECOND Jeremy Matt) *Move that the Board adopt the CVFiber 2022 Budget as recommended by the Finance Committee and dated 16 December 2021.* Passed unanimously. Discussion:
  - Henry Amistadi asked how much of the budget is funded in grants? The response was that essentially 100%. Jerry Diamantides added that the best path for CVFiber is to use available grant funding before applying for low interest loans.

### **Possible role shifts within CVFiber**

- Jeremy Hansen would like to step away from his role as Governing Board Chair. Jerry Diamantides is interested in taking over. Jeremy Hansen thinks this would make a lot of sense. Jerry Diamantides would resign as PM and become a delegate from Berlin.
- Siobhan Perricone agrees that this transition would be good for continuity.

- Jeremy Matt wondered how the PM work would be completed? Jerry Diamantides stated that the work will still needs to be done and that in the short term he will continue to do it. He will not be paid for this work. However, a fulltime Executive Director is needed and has been budgeted for. He has been working on a job description.
- Chuck Burt asked if \$120,000 for an annual salary would be enough? This number is based on estimates. It can be adjusted if needed.
- Walker Blackwell asked what is the relationship of the Executive Director would be with the Governing Board. Jerry Diamantides stated the Executive Director would report to the Executive Committee. The Executive Committee reports the Governing Board.
- R.D. Eno urged that the Executive Committee should get this job description out ASAP. This will be very important to projecting confidence and stability in CVFiber endeavors. Professional leadership is crucial.

### **NRTC MSA & contracts (master service agreement)**

- 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 the developer-operator contract, and WEC contract negotiations would put CVFiber at competitive disadvantage.* Passed unanimously. No Discussion.
- MOTION (Raymond Pelletier, SECOND R.D. Eno) *MOVE that we enter executive session to discuss the ... contracts ... referenced in the previous motion ... pursuant to 1 V.S.A. § 313(a)(3) and that we include the PM, the Treasurer and all Board members and alternate Board members whose information is needed in accordance with 1 V.S.A. § 313(b)* Passed unanimously. No Discussion.
  - Enter: 6:50
  - Exit: 7:31
- MOTION (Ray Pelletier second Jeremy Matt) *Whereas CVFiber desires a developer to design and manage the construction of the CVFiber Community Network*

*Whereas the National Rural Telecommunications Cooperative is a professional services company that provides network design, project management, construction management, inspection, and other related solutions for the deployment of broadband networks*

*Whereas CVFiber and NRTC have reached agreement on a Master Services Agreement, and an Executable Project Plan and its cost as the first deliverable*

*Move that Board approve the Master Services Agreement and Executable Project Plan engagement, and its cost, with Pulse Broadband LLC, a wholly owned subsidiary of the National Rural Telecommunications Cooperative, doing business as NRTC Broadband and authorize the Executive Committee to manage the agreement and all services to be delivered under the agreement.* Passed unanimously. No Discussion.

### **Roundtable**

- Henry Amistadi noted that he has been working on examining the pole inventory data for discrepancies.

**Meeting adjourned at 7:47**

Respectfully submitted,

- Jeremy Matt, Clerk