



## CVFIBER EXECUTIVE COMMITTEE MEETING MINUTES

Virtually on MS Teams

January 31, 2022

### **Present:**

**Executive Committee Delegates:** Jerry Diamantides (Berlin), Chuck Burt (Moretown), David Healy (Calais), Raymond Pelletier (Northfield), Siobhan Perricone (Orange), Jeremy Matt (Plainfield), Allen Gilbert (Worcester).

**Others Present:** Phil Cecchini (Treasurer)

**Called to order:** Jerry Diamantides called the meeting to order at 6:30

### **Additions to the agenda:**

- Jeremy Matt suggested adding approval of the January 13, 2022 meeting minutes.

### **Public comment**

- None

### **Treasurer update & bills to pay**

- Phil Cecchini provided a list of bills to pay. There followed discussion of the line items for executive director recruitment ads and for the yearly VCUDA dues.
- MOTION (Jerry Diamantides second Siobhan Perricone) To pay the bills presented by totaling \$21,335.35. Passed unanimously. Discussion:
  - Ray Pelletier noted that there are additional controls that we will be voting on later in the meeting that will be applicable. Jerry Diamantides and Jeremy Matt suggested that the authorizing person be included on the spreadsheet of bills to pay
  - NOTE: The invoices to be paid are provided as Attachment 1.
- Phil Cecchini provided details regarding the status of our bank accounts and reporting for our grant agreements.
- Jerry Diamantides noted that we have checked with legal counsel to confirm that we do not need to have an audit for 2021 (we haven't spent \$750,000 of federal money). However, our legal counsel recommended that we plan on having an audit for 2022. We are also preparing a "compilation report" to collect all of our financial info into one place in the event that this information is needed in the future.

- Phil Cecchini noted that he just sent out a grant summary report and provided a brief summary of the details in the report.

### **Approval of minutes**

- MOTION (Jeremy Matt second Siobhan Perricone) *To approve the January 13, 2022 meeting minutes as drafted.* Passed unanimously. No discussion

### **Clerk update**

- Jeremy Matt noted that he has been taking care of the minutes but hasn't had time for anything else
- Jerry Diamantides reported that a space got into our name between "CV" and "Fiber" in our name. Our legal counsel has corrected this with the State of Vermont and is looking into our federal filings.

### **Chair's report**

- Jerry Diamantides provided a Chair's report that included discussion of the:
  - Executive Director recruitment
  - Discussions with WEC – Jerry Diamantides thinks that we're rounded a corner it comes to reaching an understanding about the RUS loan. Jerry Diamantides noted that there's the possibility that RUS money might be available to spend this year.
  - NRTC executable project plan, data sharing, etc.
  - WCVT master services agreement
  - Status of contractor work

### **Communications Committee Report**

- Chuck Burt reported that the CC did not meet quorum.
- Chuck Burt reported that the CC has developed a process to fast-track some communications, but Allen Gilbert brought up some concerns regarding this.
- MOTION (Chuck Burt second Siobhan Perricone) Whereas the Governing Board of CVFiber previously gave authorization to the Communications Committee to create and distribute communications on behalf of the board and CVFiber, per the guidance as dictated in the Communications Committee Charter (the "Charter")

Whereas the Charter was intended to allow the Communications Committee to create these communications on a variety of topics, again as outlined in the Charter, without requiring further board approval for each communication;

Whereas this authorization is in conflict with the CVFiber Rules of Procedure that explicitly states in section A, paragraph 3 that communication on behalf of the board or body requires that "the Governing Board has delegated such authority for a specific matter" and it is believed "a specific matter" limits the Communications Committee to only communicate on specific subjects as approved by the board and any other subject would require further explicit approval, even if such topic clearly falls within the broader categories of communications as outlined in the Charter or is believed necessary in the good judgement of the Communications Committee;

Moved that the Executive Committee propose to the Governing Board that we refine the Rules of Procedure to add the following additional sentence to the end of section A, paragraph 3: “Committees may be delegated specific authority, through the charter granted each committee, to represent or act on behalf of the Governing Board regarding matters germane to the committee’s activities.” Passed unanimously. Discussion:

- Allen Gilbert noted that the Policy Committee has discussed this and the Policy Committee supports it. Allen Gilbert also noted that this language applies to all committees, not just the CC.
- Phil Cecchini asked if authority would be delegated to the chair of the committee. The consensus was that no, the authority would be delegated to the committee. The committee could then authorize members with specific expertise to execute
- There followed additional discussion of the details of the CC’s publication approval mechanism.

### **Finance Committee Report**

- Ray Pelletier provided the Finance Committee report. Ray Pelletier noted that he’s prepared a revised Finance Committee charter to the EC and would like to see other committees do the same.
- Ray Pelletier reported that the Finance Committee worked to develop a set of internal controls that are required by the Broadband Board. Ray Pelletier provided a summary of these controls.
- MOTION (Ray Pelletier second Siobhan Perricone) Move that the Executive Committee adopt the Internal Financial Control Procedures dated 31 January 2022. No discussion. Passed unanimously.

### **Planning & Business Development Committee meeting**

- David Healy reported that the PDC will be working with NRTC to develop procedures for dealing with locations that would be better served by a different CUD
- NRTC has also located approximately 750 locations that appear to be off the grid. These locations would be very expensive to serve, so

### **Policy Committee update**

- Allen Gilbert provided an update on the Policy Committee activities. The Policy Committee has been trying to identify areas where we are missing information and then will be working to determine if policies are required (such as equity and such as will CVFiber pay to connect someone who is 500 feet off the road? 1000 feet? 5000 feet? What should the cutoff be?)

### **Adjourn**

- Adjourned at 7:59PM

Respectfully submitted,  
Jeremy Matt, Clerk

Attachment 1 – Summary of Invoices to Pay



# SEVEN DAYS

sevendaysvt.com

PO Box 1164 • Burlington, VT 05402 • 802.864.5684

Ad ID: 256537

RECEIPT

Please return stub with payment.

Rep ID: **MB**

Terms: **Prepay**

## Description

Classification of Ad: 881 – employment display  
Text: Executive Director

Zone:

## Charges from 1/26/22 to 2/2/22

Date	Pub	Type	Description	Price	Discount	Ad Charge
1/26/22	7D	Ad	employment: 9T Employment: Executive	\$870.00	\$130.50	\$739.50
2/2/22	7D	Ad	employment: 9T Employment: Executive	\$870.00	\$130.50	\$739.50

\$1,740.00	-\$261.00	\$1,479.00
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## Payments

Date	Type	Check / Card ID	Description	Applied
1/21/22	Pmt Applied	CC #5524		-\$739.50
1/21/22	Pmt Applied	CC #5524		-\$739.50

**Funding** VCF-20203446  
**Funding Task** Advertising  
**Budget Account** Advertising  
**Location**  
**Amount** \$1,479.00

-\$1,479.00
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**Approvals** Jerry Diamantides  
**Chair** 1/20/2022  
**Exec Cmtee**

Please return this portion with your payment.

Remit Payment to:  
Seven Days  
PO Box 1164  
Burlington, VT 05402  
Phone: 802.864.5684  
Fax: 802.865.1015

Jerry Diamantides  
CV Fiber-HR  
29 Main St.  
Montpelier, VT 05602

## Advertising Receipt

**Amount Due** \$0.00

**Amount Enclosed** \_\_\_\_\_

**Issue Date:** 1/26/2022

**Prebill Date:** 1/21/2022

**Ad #** 256537

**Account #** 44344

# EXECUTIVE DIRECTOR



## *CVFiber – Communications Union District*

**About CVFiber:** CVFiber is a Communications Union District (CUD) municipal organization made up of twenty-one Central Vermont communities. We have a single goal: to make fast, dependable, and affordable internet access available to every address within our member towns. We are currently designing our network, which will consist of approximately 1,200 miles of fiber, and are on track to begin construction in Spring 2022. Construction will be a multi-year process.

**About the Position:** The Executive Director will provide leadership to CVFiber; be responsible for carrying out strategies and objectives to see the successful development and operation of our community network with our contracted partners; engage and collaborate with our communities, other communication union districts, utilities, organizations, and state government.

**The ideal candidate has** demonstrated organizational leadership skills and has experience with broadband, telecommunications, or other utilities. This candidate must be a skilled communicator who understands grants and fund raising. This candidate will advance the organization's visibility, lead the implementation of network services, maintain a sustainable financial strategy, actively manage strategic partnerships, and oversee construction contracts, grant management, and complex projects.

**Job Details:** (Please see the full job description at [cvfiber.net](http://cvfiber.net))

- Start Date: Immediate
- Job Type: Full-time employee
- Location: Work remotely. Flexible/work from home. Multiple locations and field work. Visits and Zoom/Teams meetings with contactors to cultivate and maintain relationships are essential.
- Compensation: \$100,000-\$120,000, commensurate with experience.
- Benefits: Paid vacation time, medical coverage.
- Schedule: Flexible hours, periodic evening availability, availability during outage conditions.
- Reports to: Governing Board Executive Committee

To apply, send resume and cover letter detailing your interest and vision in this position to [careers@cvfiber.net](mailto:careers@cvfiber.net). Resumes sent without a cover letter will not be considered.

CVFiber is committed to diversity in the workplace, an equal opportunity employer and does not discriminate on the basis of an individual's race, creed (religion), color, national origin, ancestry, age, sex (including gender expression), or sexual orientation. All employment is decided on the basis of qualifications, merit, and business need.

Pending

SEVEN DAYS 802-8645684 VTUS

-\$1,479.00

*Pending*

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Date

Effective Date

January 21, 2022

January 21, 2022

Pending Transaction

*Pending transactions may post to your account throughout the day as they are processed.*

Friday, Jan 21



January 23, 2022

FROM:

Philip Cecchini, Treasurer  
29 Lisa Drive  
Barre, VT 05641

pcecchini@cvfiber.net

TO:

Ray Pelletier, Chair Finance Committee  
CVFiber  
29 Main Street, Suite 4  
Montpelier, VT 05602

rpelletier@cvfiber.net

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## INVOICE

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January 2022 Treasurer's Stipend

\$1,000.00

Charge go:

Funding	VCF-20203446
Funding Task	Treasurer Stipend
Budget Account	Treasurer Stipend
Location	
Amount	\$ 1,000.00

Approvals  
Chair  
Exec Committee



Montroll, Oettinger & Barquist, P.C.

126 College Street, Suite 400  
 P.O. Box 1045  
 Burlington, VT 05402  
 US  
 nbenson@mblawoffice.com  
 www.mblawoffice.com  
 O: 802-540-0250

**Funding** VCF-20203446  
**Funding Task** Legal  
**Budget Account** Legal  
**Location**  
**Amount** \$1,000.00

INVOICE

Number	6018
Issue Date	1/10/2022
Matter	General Matters
Email	rpelletier@cvfiber.net

Bill To:

CV Fiber  
 Communications Union District  
 29 Main Street, Suite 4  
 Montpelier, VT 05602

**Approvals**  
**Chair** Jerry Diamontides 1/25/2022  
**Exec Cmtee**

Time Entries

Time Entries	Billed By	Rate	Hours	Sub
Time 12/1/2021 Various e-mail with Ray Pelletier re MSA with NRTC	AHM	\$250.00	0.10	\$25.00
Time 12/6/2021 E-mail with Ray Pelletier, receive and review further revised MSA as presented to NRTC	AHM	\$250.00	0.30	\$75.00
Time 12/17/2021 E-mail with Jerry Diamantides re draft network management agreement with WTC and approved MSA with NRTC, initial review of both	AHM	\$250.00	0.40	\$100.00
Time 12/20/2021 Review draft network management agreement	AHM	\$250.00	0.60	\$150.00
Time 12/21/2021 Detailed review of network management agreement , prepare revisions and comments to same, e-mail to Ray Pelletier and Jerry Diamantides	AHM	\$250.00	2.50	\$625.00

Time Entries	Billed By	Rate	Hours	Sub
Time 12/23/2021 E-mail with Ray Pelletier re MBI consulting contract	AHM	\$250.00	0.10	\$25.00
<b>Time Entries Total</b>			<b>4.00</b>	<b>\$1,000.00</b>

Total (USD)	\$1,000.00
Paid	\$0.00
Balance	\$1,000.00
Total Outstanding	\$1,000.00

Please note that invoices are due upon receipt.

### Trust Account

Date	Item	Amount	Balance
1/10/2022	Current Balance		\$0.00



## CVFiber - Fee for Service: Administration

Period Covered: November 1, 2021 to November 30, 2021

Month	Invoice #	Amount
November 2021	3504	666.80
	<b>Total</b>	<b>\$666.80</b>

Funding VCF-20203446  
 Funding Task Admin Services  
 Budget Account Admin Services  
 Location  
 Amount \$666.80

Approvals  
 Chair Jerry Diamontides 1/25/2022  
 Exec Cmtee



## CVFiber Progress Report

November 2021

### ADMINISTRATIVE SERVICES

#### **Meeting Support**

- Prepared draft Governing Board meeting minutes and submitted them to Clerk.
- Prepared draft Finance & Audit Committee September meeting minutes.
- Met with Chuck Burt on website and documented website procedures for future postings.

#### **Records Maintenance**

- Maintained all administrative documents and papers on behalf of CVFiber as they pertain to CVRPC's services, and in accordance with all applicable state and federal requirements.

#### **Organizational Support**

- Notified via email of arrived mail; opened mail and forwarded contents.

#### **Additional Tasks**

- No activity this period.

### PLANNING SERVICES

#### **Grant Writing**

- No activity this period.

#### **Project Services**

- No activity this period.

### ADDITIONAL TASKS

- No activity this period.

10:07 AM

01/14/22

Central Vermont Regional Planning Commission  
Time by Job Summary  
November 2021

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	<u>Nov 21</u>
CVFiber - Fee for Service:CVF - Admin	
Employees:Chartrand, Nancy	1.75
Employees:Meyer, Christian	4.50
Employees:Waninger Bonnie	1.25
	<u>7.50</u>
Total CVFiber - Fee for Service:CVF - Admin	7.50
TOTAL	<u><u>7.50</u></u>

**Central Vermont Regional Planning Commission**

29 Main Street, Suite 4  
Montpelier, VT 05602

**Invoice**

**Invoice #:** 3504  
**Invoice Date:** 11/30/2021  
**Due Date:** 12/30/2021  
**Project:** CVF - Admin  
**P.O. Number:**

**Bill To:**

CVFiber  
29 Main Street, Suite 4  
Montpelier, VT 05602

Description	Hours/Qty	Rate	Amount
Meyer, Christian	4.5	40.90	184.05
Chartrand, Nancy	1.75	35.33	61.83
Bonnie Waninger	1.25	61.03	76.29
Indirect - 106.97%		106.97%	322.17
			344.63
<b>Total</b>			<b>\$666.80</b>
<b>Payments/Credits</b>			<b>\$0.00</b>
<b>Balance Due</b>			<b>\$666.80</b>

**Vermont Communications Union Districts Association**

PO Box 1305  
Quechee, VT 05059 US  
+1 8023690069  
chair@vcuda.org

**INVOICE**

BILL TO  
CVFiber  
29 Main St Ste 4  
Montpelier, VT 05602

INVOICE 1008  
DATE 01/04/2022  
TERMS Net 60  
DUE DATE 03/05/2022

SERVICE	DESCRIPTION	QTY	RATE	AMOUNT
VCUDA Dues	Annual dues to Association	1	11,300.00	11,300.00

Electronic deposits preferred  
VCUDA Routing Number: 211770213  
VCUDA Checking Account Number: 931293114

BALANCE DUE

**\$11,300.00**

Funding VCF-20203446  
Funding Task Licensing/Fees/Dues  
Budget Account Licensing/Fees/Dues  
Location  
Amount \$11,300.00

Approvals  
Chair Jerry Diamontides 1/25/2022  
Exec Cmtee





## CVFiber - Fee for Service: Administration

Period Covered: December 1, 2021 to December 31, 2021

Month	Invoice #	Amount
December 2021	3531	562.75
	<b>Total</b>	<b>\$562.75</b>

Funding: VCF-20203446  
Funding Task: Outreach/Communications  
Budget Account: Admin Services  
Location:  
Amount \$562.38

Approvals  
Chair Jerry Diamontides 1/27/2022  
Exec Cmtee



## CVFiber Progress Report

December 2021

### ADMINISTRATIVE SERVICES

#### **Meeting Support**

- Prepared draft Governing Board December meeting minutes and submitted them to clerk.
- Prepared draft Executive Committee December meeting minutes and submitted them to clerk.
- Posted Financial Committee meeting minutes.

#### **Records Maintenance**

- Maintained all administrative documents and papers on behalf of CVFiber as they pertain to CVRPC's services, and in accordance with all applicable state and federal requirements.

#### **Organizational Support**

- Coordinated meeting set up using CVRPC facilities.

#### **Additional Tasks**

- No activity this period.

### PLANNING SERVICES

#### **Grant Writing**

- No activity this period.

#### **Project Services**

- No activity this period.

### ADDITIONAL TASKS

- No activity this period.

1:43 AM

01/24/22

**Central Vermont Regional Planning Commission**  
**Time by Job Summary**  
December 2021

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	<u>Dec 21</u>
CVFiber - Fee for Service:CVF - Admin	
Employees:Chartrand, Nancy	0.75
Employees:Meyer, Christian	<u>6.00</u>
Total CVFiber - Fee for Service:CVF - Admin	<u>6.75</u>
<b>TOTAL</b>	<b><u><u>6.75</u></u></b>

**Central Vermont Regional Planning Commission**

29 Main Street, Suite 4  
Montpelier, VT 05602

**Invoice**

**Invoice #:** 3531  
**Invoice Date:** 12/31/2021  
**Due Date:** 1/30/2022  
**Project:** CVF - Admin  
**P.O. Number:**

**Bill To:**

CVFiber  
29 Main Street, Suite 4  
Montpelier, VT 05602

Description	Hours/Qty	Rate	Amount
Meyer, Christian	6	40.90	245.40
Chartrand, Nancy	0.75	35.33	26.50
Indirect - 106.97%		106.97%	271.90
			290.85
<b>Total</b>			<b>\$562.75</b>
<b>Payments/Credits</b>			<b>\$0.00</b>
<b>Balance Due</b>			<b>\$562.75</b>

Paid by Debit Card  
Linked-in advertisement for Executive director  
Chuck Burt to provide invoice details

Funding	VCF-20203446
Funding Task	Advertising
Budget Account	Advertising
Location	
Amount	\$ 516.80
Approvals	
Chair	Chuck Burt 1/26/2022
Exec Cmtee	

Batchelder Associates, P.C.

1 Conti Circle

Barre, VT 05641

802-476-9490

bbatchelder@batcheldercpa.com

batcheldercpa.com



Batchelder Associates, PC

JAN 27 2022

# INVOICE

**BILL TO**

CVFiber

29 Main Street #4

Montpelier, VT 05602

**INVOICE #** 02273067

**DATE** 02/01/2022

**DUE DATE** 02/01/2022

SERVICE DESCRIPTION	AMOUNT
Month of February Service Fee	4,000.00

BALANCE DUE

**\$4,000.00**

\$ 1,061.84 I2 240 - FY22 - Act71PreC - 021

\$ 2,938.16 I VCF - 20203446

Funding ~~XXXXXXXXXX~~

Funding Task Bookkeeping

Budget Account Bookkeeping

Location

Amount \$4,000.00

Approvals

Chair Jerry Diamontides

Exec Cmtee

Seeking approval for recurring invoice to be paid monthly on the first of each month through 12/31/2022

Approval pending

**Phil Cecchini**

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**From:** Jerry Diamantides  
**Sent:** Friday, January 28, 2022 11:01 AM  
**To:** Phil Cecchini; Ray Pelletier  
**Subject:** Times Argus Payment

Phil,  
I have arranged for the Exec Dir job posting to be listed in the Times Argus next week.  
Would you please call Melody at the TA and do an over the phone payment with the CVFiber card.  
Her number is 802 477 4026. She just left me a voicemail saying she will be available until 1:00.  
The cost should be in the vicinity of \$810.  
Thanks  
Jerry

Jerry Diamantides  
Chair, CVFiber  
Town of Berlin Delegate  
802 552 3088

02240-FY22-Act71PreC-021

Funding	<del>XXXXXX20203446</del>
Funding Task	Advertising
Budget Account	Advertising
Location	
Amount	\$ 810.00
Approvals	
Chair	Jerry Diamontides
Exec Cmtee	