



CVFIBER EXECUTIVE COMMITTEE MEETING MINUTES

Virtually on MS Teams

February 10, 2022

Present:

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

Absent: Siobhan Perricone (Orange)

Others Present: Phil Cecchini (Treasurer), John Walters

Called to order: Jerry Diamantides called the meeting to order at 5:03

Additions to the agenda:

- None

Public comment

- None

Approval of minutes

- MOTION (Jeremy Matt second Allen Gilbert) *To approve the January 31, 2022 meeting minutes as drafted.* Passed unanimously. No discussion

Clerk's Report

- Jeremy Matt said that he didn't have any Clerk report.
- David Healy brought up the lack of quorum and asked if the Clerk could send the participation record to Jerry Diamantides so that he can reach out to the towns that aren't participating. There followed additional discussion about the best way to boost attendance so we don't encounter quorum issues.
- Jerry Diamantides brought up the name change and asked the change had been carried through to our EIN and DUNS numbers. Ray Pelletier reported that Eli is reconciling this for us.

Treasurer's report & bills to pay

- PC gave a treasurer's report and summarized the status of our bank balances and cash flow. There followed discussion of what bucket to place funding the executive director search into. There followed discussion of when we will be drawing on specific grants and when we need to request the remaining funds on those grants.
- PC reported that there are no bills to pay at this time.

Chair's report

- Jerry Diamantides provided a Chair's report and reported that we've received some quality applicants and that we're working to trim down the list to the best candidates

VCUDA Representation

- David Healy reported that he and Ray Pelletier go to the meetings regularly. JH is the delegate and David Healy is the alternate delegate. There followed additional discussion on our representation. Consensus is that we need to have the Board renew appointments.

Communications Committee Report

- Chuck Burt provide a Communications Committee report. This consisted of a summary of the items that the Communications Committee will be taking up at their next meeting (the charter, future communications, updates to the website, etc).

Front Porch Forum Membership

- Chuck Burt reported that he was asked to investigate options for CVFiber to broadcast through our towns through Front Porch Forum. There are two possible mechanisms we can use. An ad structure that's limited to a title and a couple sentences. The second mechanism is where organizations can post into communities. The costs for this second option are \$ 10,584/year for one post per month and \$12,096/year for two posts per month. There followed discussion of the benefits of spending this money. Topic sent to Communications Committee for recommendation.
- MOTION (Ray Pelletier second Chuck Burt) *Move that the Executive Committee recommend to the Governing Board that CVFiber enter into a communications commitment with Front Porch Forum for an annual contract not to exceed \$12,500 a year.*

Member	Vote	Member	Vote	Member	Vote
Jeremy Matt	Aye	David Healy	Aye	Jerry Diamantides	Aye
Ray Pelletier	Aye	Chuck Burt	Aye	Allen Gilbert	Nay

- Discussion:
 - Ray Pelletier said that he thinks that it is a critical organizational need and that he doesn't think it needs to go to the Communications Committee. He doesn't want to waste any valuable volunteer time managing a workaround.
 - Allen Gilbert thinks that it should go to the Communications Committee for recommendation because board members will think it is lots of money and will object.
 - CB noted that he hasn't negotiated with FPF at all, and that they might have some flexibility. He'll talk to them about bringing the price down or the number of messages per month up. He'll also talk to them about whether or not we have to

send both messages in a particular month or if there's the ability to send (for example) 24 in a year, allocated however we wish.

- PC noted that using a workaround solution (such as setting up dummy accounts) might make use look bad and might damage our ability to work with FPF.

Finance Committee Report

- MOTION (Ray Pelletier second Jeremy Matt) *Whereas the CUD Statute, Title 30, Chapter 82, § 3070. Audit. requires that "Once the district becomes operational, the board shall cause an audit of the financial condition of the district to be performed annually by an independent professional accounting firm."*

Whereas CVFiber counsel has advised that "operational" is intended to mean providing service, an interpretation confirmed by the Vermont Community Broadband Board staff attorney, and during the period 2018 - 2021 CVFiber had not provided service,

Whereas Federal grant regulations require a Single Audit when \$750,000 in federal grant money has been expended in any single year, and during the years 2018 - 2021 CVFiber had not expended \$750,000 of Federal grant funds in any single year,

Whereas CVFiber desires to capture its funding, expenditures, financial statements, budgets, and grant awards in a single report for the period 2018 - 2021 for record keeping and future reference, the CVFiber 2018 - 2021 Financial Compilation Report,

Whereas CVFiber has engaged the accounting firm of Batchelder Associates, PC for accounting services,

It is moved that the Executive Committee approve the creation of the CVFiber 2018 - 2021 Financial Compilation Report by the Batchelder Associates, PC accounting firm at a cost not to exceed \$4,750. Passed unanimously. No discussion.

Planning & Business Development Committee Report

- David Healy reported that the high level design is nearly complete and that NRTC claims then can do detailed design in 2-3 weeks for 100 miles of fiber so we'll be able to move forward quickly
- Jerry Diamantides expressed thanks for the hard work that everyone is putting in.

Policy Committee Report

- Allen Gilbert reported that the Policy Committee is compiling a list of questions that CVFiber needs to answer (IE will CVFiber pay for underground connections). The Policy Committee may not be answering these questions, but Allen Gilbert thinks its important to try to prepare as much as possible.
- Ray Pelletier suggested looking at the FAQ pages for other CUDs.

Adjourn

- Adjourned at 6:19PM

Respectfully submitted,
Jeremy Matt, Clerk