



CVFIBER GOVERING BOARD MEETING MINUTES

Virtually on MS Teams

February 8, 2022

Present:

Governing Committee Delegates:

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

Alternate delegates:

Christopher Shenk (Waterbury – Alternate), Jeremy Hansen (Berlin - Alternate), David Wendt (Duxbury - Alternate)

Others Present:

Christian Meyer (CVRPC), John Walters, ORCA

Town Representation (12/21 towns represented)				
Barre City	Barre Town	Berlin	Cabot	Calais
Present	Absent	Present	Present	Present
Duxbury	East Montpelier	Elmore	Marshfield	Middlesex
Present	Present	Absent	Absent	Present
Montpelier	Moretown	Northfield	Orange	Plainfield
Absent	Present	Present	Absent	Present
Roxbury	Waterbury	Washington	Williamstown	Woodbury
Absent	Present	Absent	Absent	Absent
Worcester				
Present				

Called to order: Jerry Diamantides called the meeting to order at 6:01 and wished well to Siobhan Perricone.

Additions to the agenda:

- None

Public comment

- None

Meeting minutes approval

- MOTION (Jeremy Matt, SECOND Christopher Shenk) *Moved to accept the Meeting Minutes from the January 11, 2022 Governing Board meeting as presented.* Passed unanimously. No discussion.

Treasurer's report

- Raymond Pelletier, filling in for Phil Cecchini, reviewed CVFiber accounts and balances, noting that \$2.4 million in grants had yet to be received. Also, stating that CVFiber had received a \$100 donation.
- Raymond Pelletier continued that VT Community Broadband and federal partners all require internal financial control features. Phil Cecchini has worked up a first set of procedures. The Financial Committee and the Executive Committee have both reviewed the documents. These procedures discuss how budgeting proceeds and who reviews invoices, further noting that fixed and regular expenses just need the approval of a supervisor.
- MOTION (Raymond Pelletier, SECOND Jeremy Matt)
- *Whereas Internal Controls are essential for the proper management and handling of funds and expenditures by a municipality on behalf of its members, Whereas the receipt and use of federal and state funds demand their authorized use and accurate accounting, Whereas the Vermont Community Broadband Board grant awards require internal controls, It is hereby moved that the CVFiber Governing Board approve the Internal Financial Control Procedures dated February 7, 2022, and authorizes the Executive Committee to oversee their faithful implementation.*
 - No Discussion.
 - Motion passed unanimously.
- Jerry Diamantides will forward the procedures to VT Community Broadband.

2021 Audit Status

- Jerry Diamantides informed the Governing Board that CVFiber did not reach the financial threshold triggering a required federal single audit in 2021. Statute states that once a CUD becomes operable an audit of the financial condition of the district shall be performed annually by an independent professional accounting firm. However, upon consulting VCUDA and attorneys, it has been determined that CVFiber does not meet the definition of 'operable' and therefore need not complete a single audit under this criterion either. However, a full single audit will certainly be required for 2022. In lieu of an audit, for 2021 the accountant is completing a compilation report – compiling all financial actions all the way through 2021. This will set up CVFiber well for the 2022 single audit.
- R.D. Eno asked how the single audit differs from the compilation report? Jerry Diamantides stated that the formal single audit goes much deeper into procedures and processes and must meet specific federally defined requirements.

Clerk's report

- No formal report. Jerry Diamantides added that the CVFiber name has been corrected with the state and the space between the CV and Fiber has been removed. This will not impact anything.

High Level Design (Vantage Point & NRTC) Update

- David Healy discussed with the group the status of the HLD. Vantage Point is slowly wrapping up their work for the CUD and the 3 CUD area. They are beginning to provide documents, which David Healy is forwarding on to NRTC. While things are moving slowly, he expects everything to be wrapped up by the end of February. R.D. Eno asked if the unspent funds from the work would carry over to NRTC. David Healy is optimistic they will. There are two grants in the CVFiber territory, one for the whole CUD and the other for the three CUD and WEC service area. The first grant should be easy to reassign. They are still figuring out the details of reassigning the second grant. David Healy stated the documents will be placed on Sharepoint adding that the final deliverable will be a GIS database with costs and materials. Detailed design will follow.

WCVT & MBI Negotiations Update

- Jerry Diamantides and Raymond Pelletier are negotiating the executable project plan with NRTC. They have discussed with Mission Broadband and are looking into their work with NEK Broadband. They recently met with a woman who does permitting and have received a letter of intent from her. She worked with Mission Broadband and NEK Broadband. The work went really well. Negotiations are also proceeding with Waitsfield Telecom on a master service agreement. Under this agreement CVFiber will try to match its technical engineering standards with NEK Broadband.
- Jerry Diamantides gave a brief update that he believes some strong candidates have applied for the executive director position. David Healy thought advertising was good.

2022 Construction Funding Outlook

- Jerry Diamantides explained that there are two construction funding sources lined up for the coming construction season. CVFiber is also looking at where RUS funding can be made available through WEC. They are looking at where the grants can be spent and where the RUS loans can back fill. Construction will begin in Area A and some of area B this year and roll over into 2023 and 2024.
- Raymond Pelletier added that based on conversations with Christine Hallquist from VT Community Broadband, CVFiber is expected to get 9.3% of the state broadband funds or roughly \$27.9 million. This will bring the CVFiber plan to roughly 60% completion. RUS funding will be used for 3300 miles or roughly 1/6 of the plan. With regard to funding opportunities, VT Community Broadband has offered match up to \$1.5 million in municipal ARPA contributions to each CUD. The final date for towns to commit funds to the CUD and receive the match is September 15. This should be a priority for delegates working with their towns.
- Allen Gilbert asked if there were any updates on the development of a town ARPA MOU. Raymond Pelletier stated none had been completed; however that a town need not have a formal MOU in place. A letter of intent would suffice.
- Jerry Diamantides underlined that the goal was always to reduce costs to subscribers.

- Christopher Shenk noted that the match was first-come first-serve. If towns wait too long, the funds may already be fully expended by 9/15.

Rules of Procedure Refinement

- MOTION (Chuck Burt, SECOND Raymond Pelletier).
- *Whereas the Governing Board authorized the Communications Committee to create and distribute communications on behalf of the Board and CVFiber in accordance with the Communications Committee Charter (the “Charter”) and without requiring further board approval for each communication;*
Whereas the CVFiber Rules of Procedure state: “Except as provided in 30 V.S.A. Chapter 82, no Governing Board member has authority to represent or act on behalf of the Governing Board unless by majority vote, the Governing Board has delegated such authority for a specific matter at a duly-noticed meeting, and such delegation is recorded in the meeting minutes. The Chair, however, without such specific authorization, may speak for the Governing Board on matters of policy as well as on actions taken by the Board.”;
Whereas members of committees may be better versed in the subject matter and more readily available;
Whereas the Executive Committee recommends that the Governing Board adopt this course of action;
Moved 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.”
 - Discussion: Tom Fisher asked if beyond the CC what are the impacts on other committees? Chuck Burt stated that this will give the other committees the authority to represent CVFiber in their area of expertise.
 - Jeremy Matt stated that this doesn’t give authority to members – it gives authority to the committee to delegate an individual to represent CVFiber.
 - The motion passed unanimously
- Allen Gilbert stated that committees should review their charters and that any change in a committee’s charter will need to go before the full board.

Town Communications

- The Executive Committee is discussing a group subscription to Front Porch Forum that sends out one message to the 21 CVFiber communities.
- Christopher Shenk shared how the Waterbury representatives shared a CVFiber Front Porch Forum account they used for Front Porch Forum postings. Other towns could do something similar.
- Tom Fisher stated that delegates have been making pitches individually to their communities but that he thought it might be a good idea if CVFiber reach out as a body to give their voices greater weight. Adding that he thought some sort of graphical representation would be helpful, indicating which towns have committed ARPA funds and how much. This might encourage select boards to move.
- David Wendt added that he thought it was important that the local representative stay involved.

- R.D. Eno expressed support for Tom Fisher's idea to show other community's actions.
- Chuck Burt thought Tableau would be a good platform to host the map they were talking about.
- Chuck Burt noted that once the executive director is onboarded, they could help drive this process.
- Raymond Pelletier added that in the town reports, the letter came from the chair and the local representative and that it included ARPA info.
- Jeremy Matt pointed out that in addition to delegate outreach, many of the CVFiber communities have sent zero delegates for many months.
- Henry Amistadi stated that all this would be helpful, but his community was really waiting for piece of paper to make an agreement. DL stated his select board was in a similar position.
- Raymond Pelletier stated that the MOU is in the Financial Committee. He will work with the CC to advance it.

Town Memberships

- Elmore is still a member of CVFiber, though the portion served by Morrisville Electric will be served by Lamoille FiberNet and the portion served by Hardwick Electric will be served by NEK Broadband.

Adjourn 7:14

- A quorum was lost at 7:14, precipitating the close of the meeting. Informal discussion ensued.
- Huntington has approached CVFiber about membership. Chuck Burt stated that they are exploring their options. They currently lie between two CUDs and Waitsfield Champlain Valley Telecom

Website Updates

- The Board members present expressed support and thanks for the work of Linda Gravell and Christopher Shenk on the CVFiber website.
- Tom Fisher urged alternates to be engaged, it would help make quorums.
- Henry Amistadi asked about what he should be publishing. Chuck Burt explained that the Communications Committee does a monthly newsletter that is posted to the web site, emailed to the subscriber list, and an abstract is put together for posting on Front Porch Forum and social media. However, delegates should feel welcome to post something earlier.