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**CVFIBER SPECIAL EXECUTIVE COMMITTEE MEETING MINUTES**

Virtually on MS Teams

April 11, 2022

**Present:**

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

**Absent:** Chuck Burt (Moretown)

**Others Present:**  Phil Cecchini (Treasurer), Jennille Smith (Executive Director), John Russell (Worcester alternate)

Call to order: Jerry Diamantides called the meeting the meeting to order at 6:31

Additions or Changes to Agenda

* None

Public Comment

* Siobhan Perricone advised she met with Jeremy Hansen and he asked her to advise the Committee that he will be working on the Dunn & Bradstreet information.
* Jerry Diamantides thanked everyone for their dedication, hard work and patience in moving forward.

Construction Grant Eligibility Application

* Jerry Diamantides reported VCBB is doing their due diligence in handing out a significant amount of funding and while burdensome, it is a necessary aspect of what the organization is doing.
* David Healy advised the process for the construction grant RFP with the first being the submission of an eligibility application that requires a fairly limited amount of information (phases, progress, support, etc.) and he has been preparing this application in preparation for future grants.
* Ray Pelletier added this is not a grant application, which the Board would approve. He advised this is a notice that an eligibility application is currently being filed and is available for review in the shared drive. It was reiterated that when grant applications are submitted they will be reviewed and approved.
* David Healy also advised the Board approved a policy that they can submit a supplemental preconstruction grant application for materials and they are working on that independently right now.
* Jeremy Matt asked if they have considered trying to buy more fiber given it might get more expensive in the future; or is there any indication the prices will level off. David Healy noted the supplemental application includes an extra 100 miles of fiber and Jerry Diamantides advised they are buying in excess at the outset to ensure they have all they need and it will all get used in the long run.
* David Healy advised there will be a warehousing and logistics need and they will be preparing an RFP to address this in the future.
* Allen Gilbert raised a question regarding the use of the word subsidiary and asked for clarification. Ray Pelletier clarified that WesCo is not a subsidiary of NRTC, but Mission Broadband was acquired by NRTC and recently acquired a design firm and they have been part of providing information for the current business plan that is under development. There is potential that Mission Broadband will manage the RFP process for ordering materials and this will be reviewed with the Committee in the future. There was additional discussion as to how this process would work. Jeremy Matt asked if there would be a problem with sole sourcing, and Jerry Diamantides advised that Mission Broadband is a separate entity and Ray Pelletier confirmed there would be an RFP for the warehouse and supply chain.

**2022/23 Construction Sequencing & NRTC Contracting Update**

* Jerry Diamantides explained they have been working on a sequencing concept since the feasibility study two years ago, and have been refining the process for construction as more information has become available. What is being presented today has been approved to be presented to the Executive Committee by the Planning and Development Committee. The construction sequencing is for 2022-2023. There will need to be the flexibility for modification in the future.
* MOTION (Ray 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 CVFiber Construction Sequence and contract negotiations with the CVFiber network designer and construction manager would put CVFiber at competitive disadvantage. Passed by unanimous consent. No discussion
* MOTION (Ray Pelletier second Jeremy Matt): Move that we enter executive session to discuss the contract negotiations with the CVFiber network designer and construction manager pursuant to 1 V.S.A. § 313(a)(3) and that Phil Cecchini (Treasurer) and John Russell (Worcester Alternate) are invited as they have information that is needed in accordance with 1 V.S.A. § 313(b). Passed by unanimous consent. No discussion
	+ Executive Session entered at 6:51 pm.
	+ Executive Session exited at 7:35 pm.
* MOTION (David Healy second Jeremy Matt):

*Whereas CVFiber entered into a Master Services Agreement (MSA) for An Executable Project Plan with Pulse Broadband LLC, a subsidiary of the National Rural Telecommunications Cooperative (NRTC),*

*Whereas the NRTC as part of the EPP has developed a high level design with a design and construction distribution area sequence based on best engineering practices,*

*Whereas the Planning and Development Committee at its March 15, 2022 meeting reviewed this plan and finds that the “general order of construction be adopted for engineering design”,*

*Move that the Executive Committee approve the distribution area sequence plan reviewed and approved by the Planning and Development Committee, and recommend to the CVFiber Board that the plan be adopted. Move that the Executive Committee approve the distribution area sequence plan reviewed and approved by the Planning and Development Committee, and recommend to the CVFiber Board that the plan be adopted.*

Passed unanimously. No discussion

* MOTION (Ray Pelletier second Siobhan Perricone):

*Whereas CVFiber entered into a Master Services Agreement (MSA) with Pulse Broadband LLC, a subsidiary of the National Rural Telecommunications Cooperative (NRTC), effective December 21, 2021,*

*Whereas the MSA has multiple separate exhibits regarding specific services requiring agreement and execution by the parties,*

*Whereas the CVFiber Negotiating Team has reached agreement with NRTC on the following services requiring agreement and execution:*

*1. Initial Project Plan (Exhibit C)*

*2. Project Management Services (Exhibit D)*

*3. Field Collection and Electronic Design Services (Exhibit E)*

*4. Network Engineering Services (Exhibit F)*

*5. Construction and Outside Plant Services (Exhibit G)*

*It is moved that the Executive Committee recommends that the Governing Board approve the execution of*

*1. Initial Project Plan (Exhibit C)*

*2. Project Management Services (Exhibit D)*

*3. Field Collection and Electronic Design Services (Exhibit E)*

*4. Network Engineering Services (Exhibit F)*

*5. Construction and Outside Plant Services (Exhibit G)*

*and that the Executive Committee be authorized to oversee the implementation of the services and approve payment of acceptable services.*

Passed unanimously. No discussion

Adjourn

* Adjourned at 7:42 pm.

Respectfully submitted,

Jeremy Matt, Clerk