



CVFIBER EXECUTIVE COMMITTEE MEETING MINUTES

Virtually on MS Teams

May 12, 2022

Present:

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

Absent: Chuck Burt (Moretown),

Others Present: John Walters (Vice-chair of Communications Committee), Phil Cecchini (Treasurer), Jennille Smith (Executive Director)

Call to order: Jerry Diamantides called the meeting the meeting to order at 5:01

Additions to the agenda:

- None

Public comment:

- None

Prior Meeting Minutes:

- MOTION (Jeremy Matt second Siobhan Perricone) to approve the April 11, 2022, April 14, 2022, and April 25, 2022 meeting minutes as drafted. Passed unanimously.
Discussion:
 - Allen Gilbert suggested minor corrections to the April 25, 2022 meeting minutes. These were accepted as a friendly amendment.

Treasurer's report & bills to pay:

- Phil Cecchini shared his screen and provided an overview of the Treasurer's Report.
- MOTION (Jeremy Matt second Siobhan Perricone) to pay the bills in the amount of \$161,242.31 as described by the Treasurer (see Attachment 1). Passed unanimously. No discussion.
- Phil Cecchini also noted receipt of approximately \$885,000 of fiber that needs to be recorded that will be paid with a forthcoming grant.

Materials Grant Submission:

- Jerry Diamantides advised they would like to get this submission out on May 13th; and David Healy shared his screen and reported on the details of the submission.
- Jerry Diamantides added that in conjunction with this submission there is a RFP out for provision of the services outlined in the submission.
- It was confirmed the submission is for initial 400 miles of installation.
- MOTION (David Healy, second Siobhan Perricone) to submit the supplemental preconstruction grant application to the Vermont Community Broadband Board in the amount to be finalized tomorrow (~\$8 million). Passed unanimously.
- Discussion:
 - There was discussion regarding whether or not the amount being voted should be rounded up to allow for inflation and it was concurred that there was no need.

Make Ready Contractor RFP Issuance:

- Ray Pelletier reported the near term work is make ready and the utility pole owners will perform the make ready, however, CVFiber can do simple make ready work should utility pole owner decide they cannot do the work in the time outlined in the regulations. WEC has advised they expect CVFiber to do the make ready. In preparation for performing make ready, an RFP needs to be distributed to get a contractor on retainer for this work in order for it to be performed this summer.
- MOTION (Ray Pelletier second Jeremy Matt) that the Executive Committee approve the issuance of an RFP for Make Ready Contractors. Passed unanimously. No discussion.

Construction RFP Issuance:

- Jerry Diamantides advised construction contractors are needed and it is important to get an RFP distributed so construction contractors can plan for the work. Jennille Smith advised it is planned to distribute an RFP by the end of the month.
- MOTION (Ray Pelletier second Siobhan Perricone) that the Executive Committee approve the issuance of an RFP for construction contractors. Passed unanimously. No discussion.

NRTC Design Services Work Order:

- Jerry Diamantides and Jennille Smith reported that NRTC has been very responsive and doing great work. The partnership with NRTC is extremely important and it is essential to keep them on board.
- Ray Pelletier reported on the deliverables of the work order:
 1. Fiber Layout Design (FLD) - Online and ESRI Geodatabase
 2. Fiber Splicing Plan (FSP) - PDF
 3. Bill of Materials (BOM) - Excel Spread Sheet
 4. Staking Sheets - Excel Spread Sheet
 5. Fiber Construction Maps - .ArcGIS Explorer file format
 6. Fiber Management Systems Report (FMS) - Excel Spread Sheet
 7. Fiber Cable Calculation Sheet - Excel Spread Sheet

NRTC has already invoiced for 30% of the cost, which the committee has approved and which was used to justify advancing tranche 2 of the Preconstruction Grant -02

- MOTION (Ray Pelletier second Jeremy Matt) that the Executive Committee approve the execution of the NRTC Design Services Work Order by the governing board chair. Passed unanimously. No discussion.

Financial Information Publication:

- Jennille Smith reported on the status of this work and that information will be changing over time as work progresses. It is proposed to provide a broad rather than detailed publication at this time so as not to be confusing when it is necessary to change the information as work progresses.
- Jeremy Matt suggested rather than providing detailed financials in the minutes, that they be made available upon request.
- Allen Gilbert reported the Policy Committee meeting discussed this as it relates to publication of grant documents. Discretion needs to be given to the people handling the information to determine what should be published on the website.
- Phil Cecchini advised a summary balance sheet and a summary profit and loss report might be appropriate for publication.
- Ray Pelletier shared the email that generated the need for this discussion. He suggested that financial statements be published monthly.
- Jeremy Matt suggested modeling what towns and school districts publish regularly on their financials.
- Siobhan Perricone added salary information must also be made available.
- Ray Pelletier shared his screen showing the monthly reports the accountant makes available.
- Jeremy Matt suggested a financial summary page on the website for monthly or quarterly reports.
- Jerry Diamantides suggested moving the discussion to the Finance Committee to come back to the Executive Committee with a proposal.
- Phil Cecchini noted there is a request outstanding that needs to be responded to.
- Allen Gilbert reported the organization is responsible for supplying information requested unless they can cite a specific exemption outlined in statute.
- Ray Pelletier confirmed that the request was for budget information and a general response has been provided.
- Jerry Diamantides suggested tabling the rest of the discussion until there is further input from the Finance Committee.

Reschedule 30 May to 31 May:

- Jerry Diamantides reported a need to change the next meeting date; and there was consensus to do so.

District Webinars: Wednesday 22 June:

- Ray Pelletier reported the last webinar was 7/28/21; and suggested that in order to maintain regular communication to towns that regular webinars be scheduled. He suggested the Executive Committee and Communications Committee could collaborate on presentations.

Maintenance RFP:

- Jennille Smith reported that general maintenance of the system will be required when it is in place. She reported a maintenance RFP will be distributed in the near future.
- Jerry Diamantides reported there are maintenance items that Waitsfield Telecom will perform, but there are items that are not in the agreement with Waitsfield Telecom.
- Allen Gilbert raised a question about maintenance on poles owned by other entities. Jennille Smith advised with regard to maintenance there is routine maintenance and emergency maintenance and some will be the responsibility of the utilities and some will be the responsibility of CVFiber.
- Jerry Diamantides reported that there is no motion at this time, item is for informational purposes only at this time.

Construction Schedule Update:

- MOTION (Ray Pelletier second Siobhan Perricone) that pursuant to 1 V.S.A. § 313(a)(1)(A) we find that premature public knowledge of our discussions relating to construction scheduling would put CVFiber at competitive disadvantage. Passed unanimously. No discussion
- MOTION (Ray Pelletier second Siobhan Perricone) move to enter executive session to discuss construction scheduling pursuant to 1 V.S.A. § 313(a)(1)(A) and that John Walters, Phil Cecchini, and Jennille Smith are invited as they have information relevant to the discussion
 - Enter: 6:07
 - Exit: 6:37
- No action came out of executive session.

Adjourn

- Adjourned at 6:38 pm.

Respectfully submitted,
Jeremy Matt, Clerk

Attachment 1: Bills to Pay

CVFiber
 Open Invoice Log
 5/12/2022

Type/ Check #	Invoice Date	Payee	Amount	Invoice/Account#	Notes	Account	Funding	Grant Line	Chair Approval	Sent to accountant	Exec Committee
Exec	4/26/2022	Apex	\$ 71,151.31	INV0003297 - 3/28/22	Williamstown Pole Audit Phase 2	Pole Services	02240-FY22-Act71PreC-01 ap	Pole Inventory	David Healy		
Exec	4/26/2022	Tilson	\$ 58,281.00	INV 4116712	East Montpelier Pole Inventory Svc	Pole Services	02240-FY22-Act71PreC-01 ap	Pole Inventory	David Healy		
Exec	4/26/2022	Primmer Piper Eggl	\$ 183.00	44651	Billed through 3/31/2022	Legal	02240-FY22-Act71PreC-01 ap	Legal Fees	Jerry Diamantides		
Exec	4/20/2022	M & M Insurance	\$ 31,627.00	INV 12589	Policy RTIC-00828P-01	Insurance	02240-FY22-Act71PreC-01	Insurance	Jerry Diamantides		
Payables to be approved			<u>\$ 161,242.31</u>								