



**CVFIBER GOVERNING BOARD MEETING MINUTES**

Virtually on MS Teams

April 12, 2022

**Present:**

**Governing Committee Delegates:**

Allen Gilbert (Worcester), David Healy (Calais), Jeremy Matt (Plainfield), Linda Gravell (Waterbury), Raymond Pelletier (Northfield), Tom Fisher (East Montpelier), John Morris (Marshfield), Jerry Diamantides (Berlin), R.D. Eno (Cabot), David Wendt (Duxbury - Alternate), Jonathan Williams (Barre City), Siobhan Perricone (Orange), Katharina Mack (Washington), David Lawrence (Middlesex), Sam Rosenberg (Moretown Alternate)

**Alternate delegates:**

Christopher Shenk (Waterbury Alternate), Jeremy Hansen (Berlin Alternate), John Russell (Worcester Alternate)

**Others Present:**

Jennille Smith (Executive Director), Christian Meyer (CVRPC), ORCA, Phil Cecchini (Treasurer), John Walters, John Zimmerman, Marshall Cottrell

<b>Town Representation (15/21 towns represented)</b>				
Barre City	Barre Town	Berlin	Cabot	Calais
<b>Present</b>	Absent	<b>Present</b>	<b>Present</b>	<b>Present</b>
Duxbury	East Montpelier	Elmore	Marshfield	Middlesex
<b>Present</b>	<b>Present</b>	Absent	<b>Present</b>	<b>Present</b>
Montpelier	Moretown	Northfield	Orange	Plainfield
Absent	<b>Present</b>	<b>Present</b>	<b>Present</b>	<b>Present</b>
Roxbury	Waterbury	Washington	Williamstown	Woodbury
Absent	<b>Present</b>	<b>Present</b>	Absent	Absent
Worcester				
<b>Present</b>				

**Called to order:** Jerry Diamantides called the meeting to order at 6:03 PM

**Additions or changes to the agenda**

- Jerry Diamantides noted that the Executive Committee Charter revision agenda item may include an action

### **Public comment**

- None

### **Executive Director Introduction**

- Jerry Diamantides briefly introduced CVFiber's new executive director, Jennille Smith. Jennille Smith briefly introduced herself and her professional background and mentioned some of the work she has jumped right into, coordinating how to store the soon to be delivered spools of fiber. John Walters wondered if this would be a good opportunity to get a photo and make a public announcement.

### **Meeting Minutes Approval March 8 2022, March 16, 2022, Place holder March 14 2022**

- MOTION (Jeremy Matt, SECOND Siobhan Perricone) *move to accept the meeting minutes from the Governing Board meetings that occurred on March 8, 2022, March 16, 2022, and the placeholder for March 14, 2022.* Passed unanimously. No Discussion.

### **Treasurer's Report**

- Phil Cecchini briefed the Governing Board that there was currently roughly \$653,000 in the bank accounts and roughly \$130,000 in payables leaving a balance of roughly \$522,000. Phil Cecchini will submit another request for the advancement of funds. Currently there are \$2.4 million in pre-construction funds to be drawdown. With CVFiber's first staff member, payroll has been set up and setting up a bank line of credit will be discussed going forward. Phil Cecchini finished that the compliance report from auditor was in its final stages.

### **Policy Committee Report**

- The policy committee is developing policies for hooking up households. They have started with reviewing other policies, considering privacy issues, general procedures, conduit standards, federal laws, and many other issues.

### **Communications Committee Report**

- No official committee report.
- Jerry Diamantides noted that he has been requested to testify in the state legislator on how CUDs are using their funding.
- Raymond Pelletier brought up the two monthly FPF blasts, proposing that perhaps this could be timed to be roughly every other week. He also noted that this publicity was driving substantial traffic to the web site.
- Linda Gravell added that she is working with John Walters on a communications and content schedule for FPF. This plan will be reviewed by the Communications Committee.
- R.D. Eno stated that April will be his last month on the Communications Committee. He also shared that Cabot has committed \$50K of town ARPA funds to CVFiber on the condition that it will be matched and spent in Cabot.
- Jeremy Matt thought a good post to FPF would be those towns that have committed funds to CVFiber. Such as Worcester and East Montpelier.
- Siobhan Perricone stated that she had spoken to the Orange Select Board and is planning to join the town ARPA planning group that will help select projects. She believes the Select Board wants a letter with a specific funding amount from CVFiber. The Select

Board is really interested in getting fiber in town, especially to the town offices. This would support other desired investments.

- Allen Gilbert was glad to hear Cabot had also committed. Worcester has committed but needs a template MOU.
- Linda Gravell shared that she and Christopher Shenk are going before their Select Board and think they are getting close to a commitment.
- Tom Fisher got a letter from the East Montpelier Select Board he has forwarded. CVRPC has brought up the standard allocation for ARPA. Carl Etnier of the East Montpelier Select Board is interested in drafting a letter to the legislature and is interested in working with CVFiber. It was recommended that he connect with Will Anderson at VCUDA
- Raymond Pelletier thought it was very unlikely that the legislature would allow towns to use municipal funds for the CUD.
- Jeremy Hansen thought that this really is a special case and the legislature may allow a one-time contribution for ARPA funds.
- Christian Meyer recommended staying in touch with VLCT as they are also considering this exact issue.
- R.D. Eno recounted how in Cabot he presented a draft MOU from several months back. He began attending the Select Board meetings and requested \$100K each time. The town will probably still take the standard allocation, but this doesn't change if whether broadband will be allowed or not. He didn't think the legislative option was needed. He also noted that the Cabot town office has contracted with Spectrum for broadband service.
- John Walters stated that he thought the Vermont League of Cities and Towns to usually be a good source, but that VCUDA should get clarification.

### **Materials Purchase Update**

- Jerry Diamantides described what he was calling a mid-level design being completed by NRTC. Building on the experience of NEK Fiber, CVFiber is building a bill of materials from VCBB for about 400 miles of materials. CVFiber knows what it needs from current designs and there are long lead times. NRTC may want to bid on future services; therefore, CVFiber will work with MBI to put out the RFP. It is not just about getting the materials. It will also be about addressing how materials will be warehoused, managed, inventoried, secured and insured. Jennille Smith is discussing fence rentals and insurance and identifying where CVFiber's fiber can be secured. Security and storage is in place for the first 11 spools. However, storage needs to be planned for future deliveries. CVFiber will work with WEC. They have some large facilities. In this first delivery of 11 spools, there are 45 miles of fiber. Long term, the amount of fiber that is being ordered will require a 7,000 square foot warehouse and several acres for outdoors storage. The deliveries will keep coming.
- Jeremy Matt hoped that consideration was being given to safety, referencing wires that ended up in farmers' fields in other parts of the state.

### **Executive Committee Charter Revision**

- Raymond Pelletier walked through the proposed revisions to the Executive Committee Charter and how they are meant to help CVFiber rapidly react to needs as it grows. The goal is to give the Executive Committee greater ability to oversee the daily operations.

- MOTION (Raymond Pelletier, SECOND Jeremy Matt)  
*Whereas the Governing Board has authority to establish one or more committees and grant and delegate to them such powers as it deems necessary in accordance with 30 V.S.A. chapter 82 § 3071,*

*Whereas the Executive Committee consists of the Chair, Vice Chair, committee chairs, clerk, and others as ex-officio non-voting members, meets twice monthly and as needed,*

*Whereas the Executive Committee requires the authority necessary to address and manage the dynamic, myriad and varied business details of CVFiber,*

***It is hereby moved*** that the Governing Board approve the amended Executive Committee Charter dated March 28, 2022, as amended. Passed as amended by friendly amendment. Tom Fisher abstained.

Discussion:

- Jerry Diamantides added that the intention is flexibility with accountability. The Governing Board cannot meet regularly enough to quickly respond to the pace of business and felt that getting a quorum two to four times a month is unrealistic. These revisions will shift what can be shifted to the Executive Committee.
- Jeremy Hansen wondered what the Executive Committee envisioned the purpose of the Governing Board would be if many of its functions are shifted to the Executive Committee. Jerry Diamantides responded that the Governing Board sets the limits on what the Executive Committee can do. This will give the Executive Committee more of a recommendation role. This would leave the budget, expenditures, and the approval of members to the committees with the Governing Board. The Governing Board will set parameters. The Executive Committee will execute.
- David Healy asked for examples of how this would change procedures. Jerry Diamantides responded that the Governing Board will approve an action, the Executive Committee will be able to issue specific orders. David Healy further questioned what impact this would have on applying for grants. Raymond Pelletier responded that authority of grants would be given to Executive Committee.
- Tom Fisher echoed Jeremy Hansen's comments, wondering if these changes would subsume the Governing Board while fully understanding that this is needed. However, when changes are made to a charter, they could remain in the books for a long time and worried about future abuses, stating that he was hesitating without a checks to the Executive Committee power. Raymond Pelletier pointed out that the Executive Committee needs a quorum to advance any work.
- Phil Cecchini stated that he thought it made sense to have a separation of operations and strategy and that he imagined the Executive Committee would act as a well-informed core group to run operations. Jerry Diamantides illustrated the nature of this 'core group' stating that there were probably at least four members on the Executive Committee who work 40 hours a week on CVFiber work.

- R.D. Eno wondered how this fit within the bylaws. Encouraging everyone to re-familiarize themselves with these other organizational documents. R.D. Eno also agreed that there is a need to empower a body to handle operations.
- Raymond Pelletier wondered if modifying the language specify ‘operations’ would help?
- Raymond Pelletier stated that the Executive Committee is a consensus organization. If there is not a consensus, things are withdrawn. Additionally, any Governing Board members interested in participating in the meetings and executive sessions are welcome. Tom Fisher acknowledged the open nature of the Executive Committee but further cautioned that this document will live on for many years. Will it have the desired effect?
- Raymond Pelletier asked what if they amend the proposed language to remove “policies.”
- David Wendt recognized the hard work of the Executive Committee! But wanted to know what specific decisions and actions will then need to be reported to board. Required reporting to the board is important to ensure it is in a position to oversee and steer the Executive Committee.
- Allen Gilbert appreciated the nature of this this question. He has been part of the difficult process of a company going from a volunteer operation to hired staff. It is difficult as roles change. He also thought that as they were currently worded, the revisions seemed to assign too much to the Executive Committee. He recommended changing item B.1.d., adding that some of this should be given to the executive director.
- Tom Fisher asked if there was time sensitivity or if these revisions could be postponed. Raymond Pelletier responded that this would limit what the Executive Committee could do in its coming meetings.
- Raymond Pelletier dropped “policies” from B.1.d.
- Allen Gilbert proposed a friendly amendment by striking B.1.d. Raymond Pelletier and Jeremy Matt accepted this amendment. Raymond Pelletier noted this will limit only one item from the Executive Committee meeting.
- Tom Fisher mentioned that he didn’t fully understand the implications of item B.1.j. Jerry Diamantides stated that this was from statute.
- Allen Gilbert noted that the policy on grant submission will also be changed and this will affect this this policy.
- The Governing Board is encouraged to keep a close eye on the Executive Committee, and to let the Executive Committee know if there are concerns (*in a civil and non-violent manner*).

**2022/23 Construction Sequencing, NRTC Agreement, & WCVT negotiations:**

- Jerry Diamantides suggested an executive session was necessary for the final items on the agenda. Allen Gilbert suggested that the executive session is limited to those with information that is required for the executive session. John Walters is the vice chair of the Communications Committee and the chair, Chuck Burt, was not present, therefore his presence was required.
- MOTION (Raymond Pelletier, SECOND Siobhan Perricone) *move that pursuant to 1 V.S.A. § 313(a)(1)(A) we find that premature public knowledge of our discussions*

*relating to CVFiber construction sequence and contract negotiations with the CVFiber network designer, construction manager, ISP, and network manager would put CVFiber at competitive disadvantage. Passed unanimously. No Discussion.*

- MOTION (Raymond Pelletier, SECOND Linda Gravell) *move that we enter executive session to discuss the negotiations pursuant to 1 V.S.A. § 313(a)(3), and that the vice chair of the Communications Committee, the executive director, and the treasurer are invited as they have information that is needed in accordance with 1 V.S.A. § 313(b). Passed unanimously. No Discussion.*
  - Enter: 7:45
  - Exit: 8:44

- MOTION(David Healy second Siobhan Perricone)  
*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 and recommended adoption of the sequencing plan.to the Executive Committee*

*Whereas the Executive Committee at its April 11, 2022 special meeting reviewed and recommends the board approve the sequencing plan and has recommended approval of the distribution area sequence plan,*

*Move that the Governing Board approve the distribution area sequence plan as reviewed and approved by the Executive Committee. Passed unanimously. No discussion.*

- MOTION(Raymond 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:*

- 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)*

*Whereas the Executive Committee recommends that the Governing Board approve the execution of the service agreements with NRTC,*

*It is moved that the Governing Board approve the execution of the service agreements with NRTC, Exhibits C, D, E, F, and 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.*

- MOTION(Ray Pelletier second Siobhan Perricone)

*Whereas CVFiber requested proposals on July 21, 2021 from a firm or jointly from a group of firms to be the operator, construction manager, internet service provider (ISP) and business manager of the fiber-to-the-premises (FTTP) CVFiber Community Network,*

*Whereas CVFiber selected a group of firms, a team, led by the National Rural Telecommunications Cooperative (NRTC) with which to negotiate agreements,*

*Whereas CVFiber executed a Master Services Agreement (MSA) with Pulse Broadband LLC, a subsidiary of the National Rural Telecommunications Cooperative (NRTC), effective December 21, 2021 to be its network designer, construction manager, and to perform other related services,*

*Whereas the CVFiber Negotiating Team has reached substantial agreement with Waitsfield Champlain Valley Telecom, a member of the NRTC team, to serve as the CVFiber Community Network internet service provider and network manager,*

*Whereas the Executive Committee recommends the Governing Board approve the contract award to Waitsfield Champlain Valley Telecom*

*It is hereby moved that the Governing Board approve Waitsfield Champlain Valley Telecom as the CVFiber Community Network internet service provider and network manager, subject to the completion of successful negotiations as determined and approved by the Executive Committee, and that the Executive Committee be authorized to oversee the implementation of the services and approve the payment of acceptable services. Passed unanimously. No discussion*

MOTION (Jeremy Matt SECOND R.D. Eno) *move to skip round table and to adjourn the meeting. Passed unanimously. No discussion.*

**The Chair adjourned the meeting at 8:52**

Respectfully Submitted,  
Jeremy Matt, Clerk