



CVFIBER GOVERING BOARD MEETING MINUTES

Virtually on MS Teams

May 10, 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), Siobhan Perricone (Orange), Katharina Mack (Washington), Chuck Burt (Moretown), Henry Amistadi (Duxbury), Tim Sullivan (Roxbury)

Alternate delegates:

Christopher Shenk (Waterbury Alternate), Jeremy Hansen (Berlin Alternate), Barry Ibey (Plainfield Alternate), Jim Burt (Orange Alternate), David Wendt (Duxbury - Alternate), Walker Blackwell (Washington Alternate)

Others Present:

Jennille Smith (Executive Director), Christian Meyer (CVRPC), ORCA, Phil Cecchini (Treasurer), John Walters, Ted (?)

Town Representation (14/21 towns represented)				
Barre City	Barre Town	Berlin	Cabot	Calais
Absent	Absent	Present	Present	Present
Duxbury	East Montpelier	Elmore	Marshfield	Middlesex
Present	Present	Absent	Present	Absent
Montpelier	Moretown	Northfield	Orange	Plainfield
Absent	Present	Present	Present	Present
Roxbury	Waterbury	Washington	Williamstown	Woodbury
Present	Present	Present	Absent	Absent
Worcester				
Present				

Called to order: Jerry Diamantides called the meeting to order at 6:01 PM

Additions or changes to the agenda

- Allen Gilbert requested discussion be added on the proposed Biden subsidy for telecoms to provide broadband access to low-income households.

- Jeremy Matt would like to introduce the newly appointed Plainfield alternate delegate, Barry Ibey. Siobhan Perricone asked to introduce the new alternate delegate from Orange, Jim Burt.

Public comment

- Jim Burt and Barry Ibey introduced themselves.

Meeting Minutes Approval

- Item postponed until next Governing Board meeting.

Officer Appointments

- Jerry Diamantides thanked Phil Cecchini for his work as treasurer before Allen Gilbert asked for nominations for the role of Chair.
- MOTION (Siobhan Perricone, SECOND Tim Sullivan) *to nominate Jerry Diamantides to serve as chair to the Governing Board.* No further nominations. Passed unanimously.
- MOTION (Jeremy Matt, SECOND Tom Fisher) *to nominate Siobhan Perricone to serve as vice chair.* No further nominations. Passed unanimously.
- MOTION (R.D. Eno, SECOND Siobhan Perricone) *to nominate Jeremy Matt to serve as clerk.* No further nominations. Passed unanimously.
- The position of treasurer is being recruited for. Linda Gravell asked until what time would applications be considered. Raymond Pelletier stated that the appointment for treasurer will be made at the next meeting of the Governing Board. Any interested parties should reach out before that time.

Treasurer's Report

- Phil Cecchini walked the Governing Board through the financial report highlighting the important lines and what exactly they pertain to.
 - R.D. Eno asked about how matching funds for ARPA funds that were being assigned to CVFiber would be accounted for. Raymond Pelletier and R.D. Eno discussed, noting that when the letter of commitment is made by both the CUD and the Town, the funds will be reflected in the balance sheet. Currently \$153K has been assigned to CVFiber meaning another 153K has been matched by VT Community Broadband. These funds must be spent in the community that commits them and therefore accounting will need to be precise.
 - Phil Cecchini noted that the format of the financial report may be modified by the next treasurer to fit needs and software.
 - Phil Cecchini also noted that payroll is up and running and is working so far.
 - Phil Cecchini finished that the Compilation Report is progressing with the accountant.

WCVT Contract

- Jerry Diamantides briefed the Governing Board that negotiations on this contract are expected to be approved on Thursday. Waitsfield telecom should be signed by next Executive Committee meeting.
- John Walters brought up that CVFiber is currently doing two FPF posts per months and one is scheduled for Thursday that would include the WCVT contract announcement.

Should this remain in the post? Raymond Pelletier recommended posting which towns had made ARPA commitments and the solicitation for the treasurer position instead.

- Siobhan Perricone reminded attendees that when they talk about the APRA funds make sure your select board understands there is currently a first come first serve 1:1 match.
- Chuck Burt suggested CVFiber could post to FPF on Friday. Furthermore, details regarding the content of the posting can be decided at the Executive Committee meeting.

Executive Director's Report

- Jennille Smith reported that CVFiber has signed agreements with Mission Broadband. This is for rights-of-way, easements and make-ready work. CVFiber is in the process of signing notices to proceed for work. Jennille Smith continued that developing a marketing plan has been a central focus. She is talking with Waitsfield Telecom as a partner and to other CUDs about their marketing plans. Jennille Smith also gave an update on on-going and anticipated RFPs. There is currently an RFP out for transportation services, warehousing and supply chain work. A construction services RFP is in the works. She finished by sharing that the agreement for high-level design by NRTC is coming and they are finalizing the financial plan.
- Jerry Diamantides added that the construction eligibility application has been approved allowing CVFiber to be ready for construction.
- R.D. Eno asked if the executive director if she could supply towns with a regular update on activities actually taking place on a regular basis. Jennille Smith noted that she and members of the Communications Committee were discussing regular district-wide webinars with updates to the communities.
- Jerry Diamantides noted that predicting and scheduling exact schedules is still difficult as there is still a good deal of variability on the materials that will impact the rollout but that CVFiber is getting better clarity.
- Linda Gravell noted that the Waterbury Select Board wants to know how to go through the process of transferring its ARPA funds to the CUD.

Communications Committee Report

- Chuck Burt stated that CVFiber is doing two postings a-months on FPF and it is getting great engagement. This means more hits on web site. He noted that Linda Gravell is keeping the web site up to date and that John Walters had been doing a ton of content development.
- R.D. Eno wanted to remind all that he is no longer on the Communications Committee and a new member would be appreciated. Chuck Burt added that any candidates should be committed.

Grant Policy

- Allen Gilbert discussed the grant policy that came up in past meetings. He then discussed how a revised policy differs from the current policy. The current policy is from 2019. CVFiber needs a more specific policy to handle larger grants. Raymond Pelletier has developed a revised policy that is shorter, more succinct and gets to the point of how CVFiber is now operating and the role of the Executive Committee. Raymond Pelletier continued that this helps with accounting and auditing and fits current operations. It defines responsibilities for writing, applying and approving of grant awards. And, the

policy also states how invoices are approved under a given grant by a grant supervisor before sending the invoice to the Executive Committee for approval.

- MOTION (R.D. Eno, SECOND Siobhan Perricone) *to accept the revised Policy on Grant Submissions as approved by the Policy Committee on march 24, 2022, as amended.*

Passed unanimously. Discussion:

- Tom Fisher requested a friendly amendment on wording, which was accepted by R.D. Eno and Siobhan Perricone.

Financial Controls Guidelines

- Raymond Pelletier discussed the Financial Controls Guidelines and how they complement the Procurement Policy. There are millions of dollars of grant funding being received by CVFiber; this requires more in depth auditing. Raymond Pelletier worked with the treasurer, accountant and the Finance Committee to assemble this policy. The Executive Committee has reviewed and accepted it. The policy has five parts, each helping to clarify processes for each type of expense and who is responsible.
- MOTION (Raymond Pelletier, SECOND Tom Fisher)
Whereas the Governing Board adopted a Procurement Policy on November 9, 2021
Whereas CVFiber will be the recipient of approximately \$30 million in grants for which there are strict accounting requirements
Whereas CVFiber will experience its first audit for the 2022 Fiscal Year
Whereas the members of the district and residents expect CVFiber to manage its funds in accordance with the laws, regulations, and accounting principles
Whereas the Executive Committee recommends the Governing Board adopt the Internal Financial Controls Implementation Guidelines dated April 25, 2022
It is moved that the governing board adopt the internal financial controls implementation guidelines dated April 25, 2022. Passed unanimously. Discussion:
 - R.D. Eno asked if Section A only pertains to grants? What about subscriber revenues? Jerry Diamantides thought this language should be consistent with the subscriber model too. Raymond Pelletier continued that CVFiber will get invoices and expenses that will come from general operations and will be paid from the operating funds. These funds would not come from a grant. Jennille Smith will be overseeing contracts.
- David Wendt asked if under salary, will the ED ever charge time as a direct expense? This requires additional reporting, oversight and sign off with federal funding. Jerry Diamantides stated that this policy should have the flexibility to accommodate that.

June Governing Board Meeting: Committee Chairs

- Jerry Diamantides reminded the Governing Board that committee chairs will be appointed at the next Governing Board meeting. Raymond Pelletier clarified that committees elect their chairs, but the Governing Board ratifies the appointment and that the Governing Board appoints committee members. Jeremy Matt further clarified that this does not apply to the Executive Committee because Executive Committee membership is fixed by governing documents.

Round table

- Allen Gilbert sent out a copy of the Washington Post story outlining how the Biden administration has agreed to provide a low-income \$30 subsidy to subscribers of incumbent telecoms who provide a \$30 broadband plan (100 mb/s), which will effectively make the cost of service \$0. Comcast is part of this group of incumbents.
 - Siobhan Perricone asked why can't CVFiber take advantage of this funding. Allen Gilbert responded that he can't find information on non-profits or public providers. Raymond Pelletier noted that anyone in CVFiber area can get the \$30 low income subsidy but CVFiber probably can't offer a \$30 plan.
- David Healy shared that the Vermont legislator is making changes to the tax on phone bills and that the joint committee on the budget approved \$95 million for broadband construction. He expects new guidance coming out next week.

MOTION (R.D. Eno, SECOND Siobhan Perricone) to adjourn. Passed unanimously. No Discussion.

The Chair adjourned the meeting at 7:16

Respectfully Submitted,
Jeremy Matt, Clerk