



**CVFIBER GOVERING BOARD MEETING MINUTES**

Virtually on MS Teams  
July 12, 2022

**Present:**

**Governing Committee Delegates:**

Allen Gilbert (Worcester), David Healy (Calais), David Lawrence (Middlesex), Jerry Diamantides (Berlin), John Morris (Marshfield), R.D. Eno (Cabot), Raymond Pelletier (Northfield), Siobhan Perricone (Orange), Tom Fisher (East Montpelier), Henry Amistadi (Duxbury), Jeremy Matt (Plainfield), Chuck Burt (Moretown), Linda Gravell (Waterbury)

**Alternate delegates:**

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

**Others Present:**

Jennille Smith (Executive Director), John Walters (Participant), Laurie Beth Putnam, ORCA, Christian Meyer (CVRPC)

| <b><u>Town Representation (13/21 towns represented)</u></b> |                 |                |                |                |
|-------------------------------------------------------------|-----------------|----------------|----------------|----------------|
| Barre City                                                  | Barre Town      | Berlin         | Cabot          | Calais         |
| Absent                                                      | 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>  | Absent         | Absent         | Absent         |
| Worcester                                                   |                 |                |                |                |
| <b>Present</b>                                              |                 |                |                |                |

**Called to order:** Board chair, Jerry Diamantides called the meeting to order at 6:02 PM

**Additions or changes to the agenda**

- Chuck Burt and Raymond Pelletier requested an item be added for the appointment of new members to the Communications Committee and Finance Committee. Jerry Diamantides added an item for appointments after public comment.

- Jerry Diamantides noted that VCBB had approved the CVFiber grant application for \$12 million on Monday.
  - Jeremy Matt asked what the total build out cost is currently estimated at for the CVFiber network. Jerry Diamantides responded around \$50 million with \$20 million secured to date.

### **Public comment**

- Allen Gilbert relayed a story from Worcester where residents are seeing the FPF postings and are beginning ask “How do I sign up for CVFiber?” Allen Gilbert is developing a list to contacts, to whom he can send updates when service plans are ready.
- Siobhan Perricone attended a community event in Orange. Residents have a lot of questions. She wants to know how to reach a wider audience.
  - John Walters noted that the Communications Committee is very interested in this question as well.
- Tom Fisher introduced the new alternate from East Montpelier, Marshall Cottrell.

### **Meeting Minutes Approval**

- MOTION (Jeremy Matt, SECOND Chuck Burt) *to approve the Governing Board meeting minutes from April 12, May 10, and June 14, 2022.* Passed unanimously. No discussion.

### **New Appointments**

- MOTION (Raymond Pelletier, SECOND Siobhan Perricone) *to appoint Ted Barnett from Williamstown and David Mannix from Marshfield to the Finance Committee.* Passed unanimously. No discussion.
- MOTION (Chuck Burt, SECOND Jeremy Matt) *to appoint Marshall Cottrell from East Montpelier to the Communications Committee.* Passed unanimously. No Discussion.

### **Treasurer’s Introduction & Report**

- Raymond Pelletier introduced the new CVFiber treasurer, Laurie Beth Putnam, to the Governing Board.
- Raymond Pelletier provided the Treasurer’s Report, discussing net position and the statement of revenue.

### **Executive Director’s Report**

- Jennille Smith reported on recent developments:
  - As stated, CVFiber has been approved for \$12 million in new grant money.
  - Three bids were received for the construction RFP. Additional information is being collected on the firms and contracts will be awarded soon.
  - The RFP for public engagement and marketing is out; three firms intend to bid. This will be for the initial public engagement work, including reaching folks who may not have been reached before. This RFP will close 8/1.
  - The make-ready work is ongoing with a number of ride-outs with WEC to outline specific tasks that are needed. This is part of construction.
  - Materials procurement is underway for 400 miles of the CVFiber network. CVFiber is receiving materials and is seeking additional space to store material. These

procurements are for the first third of the network. Lead times on materials remain long.

- Jerry Diamantides added that CVFiber is structuring its procurement and managing inventory so that construction can begin even before everything arrives.

### **Communications Committee Report & Marketing Partners Update**

- Chuck Burt updated the Governing Board that CVFiber continues to make two FPF posts a month. It has been a driver of much engagement. Regarding the public engagement and marketing RFP, he noted that this is public engagement first and will look at how CVFiber embraces its communities and communicates with them, including folks who are not online.
- Chuck Burt continued that CVFiber is moving forward with contracting with CrowdFiber Software. They have software that helps with demand aggregation to help customers understand when they can get access to broadband and follows up with bringing new clients on.

- MOTION (Chuck Burt, SECOND Siobhan Perricone)

*Whereas CVFiber will need to aggregate potential customers, understand addresses of interest, create and offer pre-subscription and/or subscription bundles, and conduct regular email campaigns to engage those potential customers, and*

*Whereas CrowdFiber is an NRTC affiliate that provides such services and the services have been deemed to be a better fit to our needs than our previous vendor, COS Systems, and*

*Whereas the Communications Committee recommends CVFiber adopts and integrates CrowdFiber with our website,*

*Whereas the Executive Committee recommends the same,*

*It is moved that CVFiber board approve a budget item of no more than \$15,000 per annum to adopt and integrate the CrowdFiber "Advanced" tier of service and also set aside funds for seamless integration purposes.*

VOTE: Passed unanimously. No Discussion.

- Chuck Burt stated that the Communications Committee intends to procure services from CornerStone, a marketing materials provider for broadband companies that largely are working in rural areas. This is expected to significantly reduce the cost of developing marketing materials from scratch.

### **Town ARPA Update**

- Jennille Smith updated the group that the deadline for towns to receive the matching funds from VCBB is 9/17/22. Towns have started sending in funds. CVFiber is figuring out how the match will be provided.
  - R.D. Eno asked Jennille Smith if she has been in touch with Cabot and if she would be sure to follow up to ensure they understand next steps.
  - Chuck Burt and Tom Fisher requested the same actions be take in Moretown and East Montpelier respectively.

### **Approval of Worcester ARPA MOU**

- Allen Gilbert stated that the Worcester Selectboard has signed the MOU assigning ARPA funds to CVFiber.
- MOTION (Allen Gilbert, SECOND Jeremy Matt) *to approve the Worcester Town ARPA MOU.*

Discussion:

- Raymond Pelletier requested a friendly amendment to provide further review by the Executive Committee and delegate accepting municipal ARPA MOUs to the Executive Committee. Allen Gilbert declined the friendly amendment requesting that the motion be kept simple.
- David Healy noted that currently the Governing Board is required to approve MOUs.  
VOTE: Passed unanimously
- Jerry Diamantides followed up on Raymond Pelletier's recommendation that the Governing Board delegate the signing ARPA MOUs to the Executive Committee as there are only a couple Governing Board meetings before the end the September deadline and this will make CVFiber more nimble and assure all the MOUs get signed on time.
- MOTION: (Raymond Pelletier SECOND, Jeremy Matt) *that the Governing Board authorize the Executive Committee to approve such Town ARPA MOUs as may be negotiated and acceptable to the Executive Committee.*

Discussion:

- Chuck Burt sees this as authority that the Governing Board can delegate.
- Tom Fisher noted that this is a limited transfer of authority and that he would support it.
- Allen Gilbert noted that any existing MOUs that towns might have already signed may still require Governing Board approval depending on their language.  
VOTE: Passed unanimously.

### **2022 Budget Amendments**

- Raymond Pelletier stated that the Finance Committee and Executive Committee are recommending the changes as presented by Raymond Pelletier. These are internal changes that do not change the overall budget.
- MOTION (Raymond Pelletier, SECOND Chuck Burt) *Move that the Board approve Administrative Change 3 and Change 1 to the Pre-Construction and Construction Budget categories as reflected on 2022-Budget-Changes-July2022 document.* Passed unanimously. No discussion.

### **Construction Contractors Award – Executive Session**

- Raymond Pelletier stated that CVFiber issued a construction RFP to develop the community network. CVFiber will need to negotiate with three contractors.
- MOTION (Raymond 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 Contractor Proposals and negotiations would put CVFiber at competitive disadvantage.* Passed unanimously No Discussion.
- MOTION (Raymond Pelletier SECOND Jeremy Matt) *that we enter executive session to discuss the construction contractor proposals and negotiations pursuant to 1 V.S.A. § 313(a)(3). And that vice chair of the Communications Committee, the CVFiber treasurer be invited into the session in accordance with 1 V.S.A. § 313(b).*

- Enter Executive Session: 7:02 PM
  - Exit Executive Session: 7:19 PM
- MOTION (Ray Pelletier, second David Healy)  
*Whereas CVFiber issued an RFP on 31 May 2022 seeking one or more construction contractors to construct the CVFiber Community Network, and*  
*Whereas CVFiber received proposals from three qualified contractors by the 30 June proposal deadline, and*  
*Whereas CVFiber seeks to retain multiple contractors,*  
*It is moved that the Governing Board approve the award of construction contracts to one or more contractors subject to successful negotiations with the Executive Committee appointed Negotiating Team, such successfully negotiated contracts as determined by and approved by the Executive Committee.*  
VOTE: Passed unanimously. No discussion.

**Other Business**

- Siobhan Perricone noted that the people from Equal Access to Broadband will be at the Policy Committee meeting on Friday to discuss their product and how they might be able to include other CUDs.

**The Chair adjourned the meeting at 7:23**

Respectfully Submitted,  
Jeremy Matt, Clerk