



**CVFIBER GOVERING BOARD MEETING MINUTES**

Virtually on MS Teams  
October 11, 2022

**Present:**

**Governing Committee Delegates:**

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

**Alternate delegates:**

Dan Souza (Barre Town – Alternate), Christopher Shenk (Waterbury – Alternate), Jeremy Hansen (Berlin – Alternate), Seth O’Brien (Cabot – Alternate)

**Others Present:**

Jennille Smith (Executive Director), John Walters (Participant), Laurie Beth Putnam (Treasurer), ORCA

<b>Town Representation (16/21 towns represented)</b>				
Barre City	Barre Town	Berlin	Cabot	Calais
Absent	<b>Present</b>	<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	<b>Present</b>	<b>Present</b>
Worcester				
<b>Present</b>				

**Call to order:** Board chair, Jerry Diamantides, called the meeting to order at 6:01 PM

**Additions or changes to the agenda**

- None

### **Public comment**

- A legislator recently commented to Allen Gilbert that they had seen the list of towns included in the CVFiber region in the Times Argus article. It included Elmore. The representative noted that Elmore had joined Lamoille Fiber and should be removed. Elmore has not yet withdrawn from the CVFiber and will need to begin this process. Allen Gilbert will distribute the withdrawal process to the Governing Board.

### **Meeting Minutes Approval**

- **MOTION** (Jeremy Matt, SECOND Siobhan Perricone) *to approve the Governing Board meeting minutes from September 13, 2022, as drafted.* No discussion. Passed unanimously.

### **Treasurer's Report**

- Raymond Pelletier reviewed the treasurer's report with the Governing Board. The Governing Board then discussed the aging accounts receivable report. The reports provided by the treasurer are developed from data provided by the accountant. Chuck Burt pointed out there could be some synching issues with the bank.

### **Executive Director's Report**

- Jennille Smith updated the Governing Board on progress CVFiber is making. (1) The first three pole licenses from WEC have been received. They cover roughly 20 miles. (2) Materials continue to arrive. CVFiber has a good stock of materials with regard to the overall the Bill of Materials. CVFiber may even have slightly greater inventories than are needed. This puts CVFiber in an advantageous position regarding the BOM. (3) Regarding design status, CVFiber has received its first approval from the independent review for CTC for the first portion of the design. Licensing is underway for the cabinet sites and is being addressed by several actors. (4) CVFiber continues to work with Crowd Fiber and Waitsfield Telecom to be ready to launch operations once construction starts being completed.
- Jerry Diamantides further noted how important local knowledges has been in design and deployment.

### **Middle Mile Grant**

- The State and the VCBB are looking at a public private partnership with CUDs and private fiber providers for a grant that would fund the construction of middle mile fiber – the backbone sections of the network. CVFiber will continue to follow the conversation and see how these funds are made available, what will be the benefits and what will be the drawbacks.
  - R.D. Eno asked what some of the drawbacks could be. Jeremy Hansen responded that while the private partners would be providing the match for the grant, one reason CVFiber may not want to join this proposal is because it will offer a portion of CVFiber network to private providers in perpetuity.
  - Siobhan Perricone wondered if not participating in the agreement would in any way reflect badly on CVFiber. Jennille Smith thinks whatever direction CVFiber decides to go will be respected.

- Tom Fisher asked if there could be some give and take for use of the middle mile between the CUDs and the private operators.
- Raymond Pelletier explained that under this structure a special purpose vehicle (SPV) would be created where the CUDs and public interests would make more than half of the directors. The private providers would make the financial match to the grant. In exchange the CUDs would provide the private operators with a percentage of the strands of fiber in the CUD middle mile network as designed. CVFiber has already included a portion of the strands designed as dark fiber. He further stated that the agreement would be similar to what was proposed with WEC in the past and could provide millions of dollars. Siobhan Perricone noted that WEC is a non-profit.
- Allen Gilbert asked who was making the proposal. Jerry Diamantides responded that VCBB is leading this discussion.
- Tom Fisher though this might be a model that could work with other cellular providers.

### **Inventory Management Contract**

- Jennille Smith updated the Governing Board that Wild Blue Yonder is overseeing warehouse management. They will put into place an inventory management system. This is critical as materials come in and begin being put into the field for construction. They will work with construction contractors and management at NRTC. Jerry Diamantides further added that Wild Blue Yonder is doing the work on a month-to-month basis and that negotiations are near to being complete for a longer contract. Further discussion ensued on the compatibility of their software.

### **Construction Contracting**

- The master service agreement will be finalized soon with the construction contractors. Specific scopes will be issued for specific projects. CVFiber will be meetings with the contractors soon, even before the contracts are finalized, to ensure they are ready to start as soon as the contracts are complete and begin providing construction services this fall.

### **2023 Budget**

- Raymond Pelletier reminded the Governing Board of the process. The Governing Board will approve the budget at this meeting; each municipality will have an opportunity to comment; a hearing will be held, and the budget will be adopted in December. Raymond Pelletier then highlighted some minor changes that have been made to the budget since the September meeting.
  - Henry Amistadi noted that make-ready costs have been climbing and wondered if those numbers were reflected in the budget. R.D. Eno responded that the numbers have been adjusted but additional adjustments may be needed. Additional funds are also expected.
  - Allen Gilbert confirmed that the budget was for the calendar year. He then asked how the number of subscriptions was calculated as income generators. Raymond Pelletier stated that it is an estimation of the 1190 subscribers based on the information that partners have provided CVFiber. Conversation ensued.

**MOTION** (Ray Pelletier, second Siobhan Perricone) *to approve the CVFiber 2023 budget.* No discussion. Passed unanimously.

- Chuck Burt thanked the budget committee for their work on this project.

### **Construction Schedule**

- **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 Schedule would put CVFiber at competitive disadvantage.* Passed unanimously. Discussion:
  - Tom Fisher asked for specific reasons why this should be in executive session. Jerry Diamantides provided the following reasons: the construction schedule is about deployment of resources and CVFiber's relationship with specific contractors, and the construction schedule will let folks know where and when CVFiber will start building
- **MOTION** (Ray Pelletier, second Siobhan Perricone) *Move that we enter executive session to discuss the CVFiber Construction Schedule and that we invite our executive director, treasurer, and vice-chairs as they may add additional information pursuant to 1 V.S.A. § 313(a)(3).*
  - Enter: 7:03
  - Exit: 7:31
- No action came out of executive session

### **The Chair adjourned the meeting at 7:38**

Respectfully Submitted,  
Jeremy Matt, Clerk