



CVFIBER EXECUTIVE COMMITTEE MEETING MINUTES

Virtually on MS Teams

November 9, 2022

Present:

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

Absent:

Others Present: Jennille Smith (Executive Director), John Walters (Communications Committee Vice Chair), Linda Gravell (Waterbury), John Morris (Marshfield), Tom Fisher (East Montpelier), Laurie Beth Putnam (Treasurer)

Call to order: Jerry Diamantides called the meeting to order at 5:32 pm.

Additions to the agenda:

- None

Public comment

- Chuck Burt noted that he received a comment regarding Eustis leaving wire in a farmer's field.

Supply Chain Services Contract

- MOTION (Ray Pelletier, second Jeremy Matt) *Whereas CVFiber through its contract with Mission Broadband Inc (MBI) issued a Request for Proposals for Materials, Warehouse and Supply Chain Services on 3 May 2022, and*

Whereas the acquisition of materials will require the submission of purchase orders to one or more vendors offering the best value to CVFiber in terms of pricing and delivery lead times, and

Whereas on 14 June 2022 the Board approved the award of a warehouse and supply chain services contract to KGPCo, subject to successful negotiations with the contractor, each as determined by the Executive Committee, and

Whereas on 14 June 2022 the Board approved the expenditure of up to \$10 million subject to available funding and CVFiber's Procurement Policy for the establishment, operation, and security of a warehouse and storage yard, and the acquisition of such materials from such vendors as the Executive Committee shall determine to be in the best interest of CVFiber, and

Whereas 30 June 2022 was the deadline for purchasing materials from KGPCo to lock in the purchase prices and lead times for essential materials for construction in 2022 and beyond, and

Whereas the order of approximately \$3.5 million required a deposit on 30 June 2022 of 20% of the purchase price, and

Whereas on 30 June 2022 the Executive Committee at a Special "Emergency" Meeting approved the expenditure of up to \$6.5 million for the acquisition of materials from KGP, Calix and Power & Tel and authorizes the Governing Board Chair to approve such payments as necessary to effect these acquisitions.

Whereas the Negotiating Team has reached agreement with KGPCo to provide supply chain services,

It is moved that the Executive Committee approve the contract with KGPCo for supply chain services effective 30 June 2022. Passed unanimously.

- Discussion:
 - Allen Gilbert asked if the date on the motion is correct. Ray Pelletier noted that retroactive contracts like this aren't uncommon, and that all parties are aware of this fact.

Construction Contract

- MOTION (Ray Pelletier second Jeremy Matt) *Whereas the Governing Board awarded construction contracts to more than one contractor, which included FirstLight Fiber Inc (FirstLight) on 12 July 2022, subject to successful negotiations, and*

Whereas the Governing Board authorized the Executive Committee to determine that the negotiations had been successful, and that it was authorized to approve the contract terms, and

Whereas the Master Services Agreement has been reviewed by an outside attorney as required, and

Whereas the Negotiating Team has concluded negotiations and recommends the Executive Committee (i) find that the negotiations have been successful, and (ii) it approves the Master Services Agreement terms with FirstLight,

It is moved that the Executive Committee find that the CVFiber-FirstLight negotiations has been successful and that it approves and recommends the CVFiber-FirstLight Master

Services Agreement to the Governing Board for its approval. Passed unanimously. No Discussion.

Subscription Rates

- 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 our subscription rates would put CVFiber at competitive disadvantage. Passed unanimously. No Discussion.*
- MOTION (Ray Pelletier second Siobhan Perricone) *that we enter executive session to discuss subscription rates referenced in the previous motion pursuant to 1 V.S.A. § 313(a)(3) and to include delegates, alternate delegates, staff, and the Vice Chair of the Communications Committee as they may have information relevant to the discussion. Passed unanimously. No Discussion.*
 - Enter: 5:47
 - Exit: 5:59
- MOTION (Ray Pelletier second Siobhan Perricone) *Whereas the Governing Board on 9 August 2022 authorized the Executive Committee to adopt such subscription rates as desirable to optimize for the attraction of residential and business subscribers, provide for universal service, and for business sustainability, and*

Whereas the Executive Committee on 29 August 2022 approved and recommended the Scenario A Subscription Rate structure as the initial CVFiber subscription rates to the Governing Board for its ratification subject to Financial Plan updates as may inform a reconsideration of the structure by the Executive Committee, and

Whereas a review of the Financial Plan with NRTC confirmed the Scenario A residential subscription rates to meet the Plan revenue targets, and

Whereas a business subscription rate has been developed, which together with Scenario A, comprises the proposed CVFiber Subscription Rate Plan dated 9 November 2022.

It is hereby moved that the Executive Committee approves the CVFiber Subscription Rate Plan dated 9 November 2022 and recommends that the Governing Board ratify the CVFiber Subscription Rate Plan dated 9 November 2022 and authorize the Executive Committee to authorize publishing the rates at appropriate time. Passed unanimously. No discussion.

Adjourn

- Adjourned at 6 pm.

Respectfully submitted,
Jeremy Matt, Clerk