



CVFIBER GOVERNING BOARD MEETING MINUTES

Virtually on MS Teams
November 9, 2022

Present:

Governing Committee Delegates:

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

Alternate delegates:

Michael Gray (Woodbury – Alternate), Dan Souza (Barre Town - Alternate), Walker Blackwell (Washington – Alternate)

Others Present:

Jennille Smith (Executive Director), John Walters (Vice Chair, Communications Committee), Laurie Beth Putnam (Treasurer), ORCA, Jayne Nold-Laurendeau (prospective Woodbury Alternate)

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

Call to order: Board chair, Jerry Diamantides, called the meeting to order at 6:04 PM

Additions or changes to the agenda

- None

Public comment

- None

Meeting minutes approval

- MOTION (Jeremy Matt, second Linda Gravell) to approve the October 11, 2022. Passed unanimously. Discussion:
 - Chuck asked that the motion be split in two. Accepted as a friendly amendment.
- MOTION (Jeremy Matt, second Siobhan Perricone) to approve the October 31, 2022. Abstain: R. D. Eno, Chuck Burt, and Tom Fisher. Passed unanimously
 - Jeremy Matt noted that he sent out some minor revisions to the October 31, 2022 meeting minutes.

Warehouse Services Contract

- MOTION (Jeremy Matt, second Siobhan Perricone)

Whereas a lease for warehouse and box yard in Montpelier for storage and kitting of its materials was entered into by CVFiber on July 27, 2022;

Whereas materials have been ordered and have been arriving to our warehouse and box yard since August 2022;

Whereas Wild Blue Yonder has been reliably performing warehouse and inventory management services for CVFiber on a monthly basis since materials began arriving in August;

Whereas ongoing and reliable warehouse and inventory management personnel are required for the materials as they are received, and as they are kitted out for construction in the field;

Whereas the monthly service fee is \$21,491.50 and therefore the annual management fee exceeds 250k, approval by the Board is necessary;

It is hereby moved that a contract for warehouse and inventory management services be entered into with Wild Blue Yonder with a one-year term and an effective date of November 2022. No discussion. Passed unanimously.

Supply Chain Services Contract

- Ray Pelletier provided an update on the supply chain services contract that was approved by the Executive Committee on November 9, 2022.

Construction Contract

- Jerry Diamantides provided context regarding the 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 on 9 November 2022 the Executive Committee found that the CVFiber-FirstLight negotiations have been successful and that it approves and recommends the CVFiber-FirstLight Master Services Agreement to the Governing Board for its approval.

It is moved that the Governing Board approves the CVFiber-FirstLight Master Services Agreement and authorizes its execution by the Governing Board Chair.

Passed unanimously. No Discussion.

Treasurer's Report

- Laurie Beth Putnam reported that expenses paid totaled \$919,022.95 and Income totaled \$333,000.

Executive Director's Report

- Jennille Smith reported that the easement with Green Mountain Power is in place and easements for Calais and Moretown are next. Wild Blue Yonder and Eustis reported that not all necessary hardware had arrived, but this is being addressed. Eleven permits have been obtained through Washington Electric Coop for 75 miles of pole licenses.
- At Jerry Diamantides request, Jennille Smith described the kitting process.
- David Healy said there have been issues with Hardwick and Consolidated responding in a timely manner. He also mentioned that there is community concern about Eustis because in the past a subcontractor of theirs left materials in the field that resulted in cows being killed. Jennille Smith responded that all the contractors are very aware of the importance of site clean up.

- Michael Gray noted that some poles are shown to be strung on Class 4 roads. David Healey responded that this problem needs to be addressed. Jerry Diamantides requested that Michael Gray stay in touch.

Construction Schedule

- Jennille Smith reported that the first two design licenses have been approved with additional licenses still being reviewed. CLO1 and CLO2 have formal approval. Eustis can begin work once the Scope of Work agreements are signed and executed, but they are already doing preparation work in the field.
- David Healy stated that Eustis is looking for a graveled staging site for storage in the Calais/East Montpelier area.

Subscription Rates (contextual background)

- Time was available prior to the scheduled 7PM 2023 budget public hearing, so subscription rate context was provided. The remainder of the discussion was delayed as this item may require entering executive session.

2023 Budget Public Hearing

- No action needed. Ray Pelletier reviewed the approved 2023 Budget. There were no questions or 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 the CVFiber Subscription Rate Plan would put CVFiber at competitive disadvantage. No discussion. Passed unanimously.
- MOTION (Ray Pelletier, second R.D. Eno)
Move that we enter executive session to discuss the CVFiber Subscription Rate Plan pursuant to 1 V.S.A. § 313(a)(3) and invite CVFiber staff, Treasurer, Delegates, Alternates, and committee vice chairs whose information is needed. 1 V.S.A. § 313(b). No discussion. Passed unanimously.
 - Enter Executive Board meeting: 7:14 PM
 - Exit Executive Board meeting: 7:33 PM
- Jeremy Matt noted that CVFiber is not publishing the rates at this time as we need to have sufficient time to generate professional materials to present the rates to the public.
- 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.*

***Whereas** on 9 November 2022 the Executive Committee approved 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.*

***It is moved** that the Governing Board ratify the CVFiber Subscription Rate Plan dated 9 November and authorize the Executive Committee to oversee the publication of the Plan at such time and in such manner as it determines to be appropriate. No discussion. Passed unanimously.*

The Chair adjourned the meeting at 7:38

Respectfully Submitted,
Jeremy Matt, Clerk