



CVFIBER GOVERNING BOARD MEETING MINUTES

Virtually on MS Teams
December 13, 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), David Lawrence (Middlesex), Tom Fisher (East Montpelier)

Alternate delegates:

Dan Souza (Barre Town - Alternate), David Wendt (Duxbury - Alternate), Jon Hosford (Plainfield – Alternate), Seth O’Brien (Cabot – Alternate)

Others Present:

Sybil Schlesinger (Minutes), Jennille Smith (Executive Director), John Walters (Vice Chair, Communications Committee), ORCA

Town Representation (15/21 towns represented)				
Barre City	Barre Town	Berlin	Cabot	Calais
Absent	Present	Present	Present	Present
Duxbury	East Montpelier	Elmore (left)	Marshfield	Middlesex
Present	Present	Absent	Present	Present
Montpelier	Moretown	Northfield	Orange	Plainfield
Absent	Present	Present	Present	Present
Roxbury	Waterbury	Washington	Williamstown	Woodbury
Absent	Present	Absent	Present	Absent
Worcester				
Present				

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

Additions or changes to the agenda

- None

Public comment

- None

Meeting minutes approval

- Last meeting minutes have not yet been prepared.

Treasurer's Report

- Ray Pelletier reported that there are no bills to pay at this time. He reviewed that as of 11/30/22, CVFiber had \$6.6 million in grant income. The following expenditures were made: Administrative: \$215,000; Polling inventory: \$330,000; \$1.3 million in pre-construction materials; \$600,000 in Make ready construction, and \$2.8 million in materials. Total expenses: \$5.4 million; Remaining: \$1.2 million
- Jerry Diamantides requested CVFiber to invoice the VCBB for the remainder of the pre-construction grant funds and reported that CVFiber had just received \$5.8 million in Construction Funding.

Construction Update

- Jerry Diamantides reported that construction has begun: 9,000 feet have been strung in Calais in CLO1.
- Jennille Smith reported that she met with Tony, the NRTC construction manager, and he confirmed that in the next 2 weeks in CLO1 the strand and lash will be laid and then fiber. The next step is the underground permitting, then cabinet sites in Calais. The lease is in hand but the final scope of work for time and materials needs to be confirmed and signed. The templates are ready.
- Jerry Diamantides added that Jennille is continuing to move forward with the make ready work and design with permitting and approval through NRTC at the state level. The goal is to have a big enough bank so that two contractors are fully engaged through the next building season.
- Jennille Smith confirmed that 12 licenses have been obtained, averaging 200 poles per license.
- Jerry Diamantides confirmed that because the FirstLight contract has already been approved and was not modified, no action is needed on this item. Two construction contractors are ready to go in the spring. Eustis is already in the field.

Introduction of New Alternative Delegates

- Jeremy Matt introduced Jon Hosford, the new alternate delegate for Plainfield.
- David Healy cannot be replaced by Jennille Smith as the official VCUDA representative because this item was not put on the agenda. It will be on the agenda for the next meeting. In the meantime, Jennille is strongly urged to attend the next VCUDA meeting.

Officers Compensation

- Jerry Diamantides will abstain from this discussion but he emphasized that the discussion is about the position, not the people holding the position.
- Siobhan Perricone turned the discussion over to Ray Pelletier. Ray Pelletier confirmed that the Board has the authority to approve compensation and expenses for Officers and introduced the following motion:

Whereas the Communications Union District statute at § 3072 provides for the Governing Board to approve compensation and expenses for Officer positions,

Whereas the Board has approved compensation for the Treasurer and Clerk officer positions in the past,

Whereas the Chair, Treasurer and Clerk positions have duties and responsibilities requiring knowledge, skills, and significant investments of time on behalf of CVFiber,

Whereas the Executive Committee recommends the Governing Board approve compensation for the Officer positions of the Governing Board Chair of \$2,500 per month, the Treasurer of \$1,150 per month and expenses of \$1,200, and the Clerk of \$500 per month.

It is moved that the Governing Board approve the Clerk's compensation of \$500 per month and the Treasurer's compensation of \$1,150 per month and expenses of \$1,200, each beginning in January 2023; and further, that the Governing Board approve the Governing Board Chair's compensation of \$2,500 per month to begin in May 2023 upon the election of a Chair.

- Moved by Ray Pelletier and seconded by Chuck Burt.
 - Discussion
 - Ray Pelletier noted that the Board has already approved compensation for the Clerk and the Treasurer, but the Clerk has declined compensation and is free to do so or not in the future.
 - Allen Gilbert asked how the Board knew these compensation figures are correct and appropriate. Jennille Smith confirmed she researched comparable stipends for similar positions and these amounts are conservative and not unreasonable. Allen noted that because these are stipends and not salary, recipients are responsible for paying 15% for Social Security and Taxes themselves. This is confirmed through conversations with other CUDs handling compensation in the same way. Linda Gravell asked when this takes effect and Ray Pelletier confirmed that compensation for the Treasurer and Clerk are already in place, but that the Chair will be elected in May and not paid until after the election.
 - Motion passed unanimously. Note: Jerry Diamantides abstained and Jeremy Matt did not vote but transferred his vote to Jon Hosford.

2023 Budget Public Hearing

- Ray Pelletier stated the 2023 budget was approved in October. The Board needs to adopt the budget at this meeting. He briefly reviewed line increases: \$833,000 increase reflects the matching funds that have become available. Administrative services increased \$20,000. Consulting Services increased \$150,000 because the plan is to apply for a Reconnect loan in January 2023. The line items for legal services and website development have increased. Make Ready services has doubled because CVFiber will be preparing 500 miles full-time. The Project Manager and Construction Manager lines have increased \$15,000 because of the additional work. Mileage reconciliation is necessary for the fiber constructions. Reserves are up \$70,000 but expenses are also increased. Ray Pelletier introduced the following motion:

Whereas The Governing Board approved a CVFiber 2023 Budget on 11 October and forwarded to the legislative bodies of its member communities as required by statute,

Whereas the Governing Board held a public hearing on the Budget at its regular 9 November Board meeting, as required by statute,

Whereas the Executive Committee recommends the Governing Board adopt the CVFiber 2023 Budget dated 22 November 2022,

It is moved that the Governing Board adopt the CVFiber 2023 Budget dated 22 November 2022.

Siobhan Perricone seconded the motion. The motion passed unanimously.

Operations Manager

- Ray Pelletier stated the goal is to hire an operation manager and introduced the following motion:

Moved that the Governing Board approve advertising for and filling the position of an Operations Manager and authorize the Executive Committee to manage the advertising and hiring process and make a recommendation of an individual to the Board to fill the position.

- Discussion: Jennille Smith pointed out this is a construction and operation role. Jerry Diamantides said the intent is to have a small group to outreach, similar to when Jennille Smith was hired, and if the motion is approved, the group will begin immediately. David Wendt asked if there is a staffing plan in place, and Jerry Diamantides confirmed that there is a business plan. David Healy pointed out that the IRS requires an inventory of capital equipment, and how they are depreciated and replaced, so this position will need attention quickly. David Wendt noted the Operation Manager will be hired in the 1st Quarter. Jennille Smith added that a Public Engagement Manager would be hired in the 2nd Quarter and a CFO to help with finances and audits in the 4th Quarter. David Healy noted that although NRTC is our construction manager, they are not overseeing the warehouse and there will be other duties for this position as assigned.

Motion seconded by David Healy and passed unanimously.

Privacy Policy

- Allen Gilbert reported that both the Policy and the Executive Committee are continuing to work on the Privacy Policy, and wish to have it both compact and comprehensible for customers, congruent with CrowdFiber's policy, and reviewed by outside counsel before submitting it to the Governing Board. Allen requests that no action be taken. Henry Amistadi noted that the fact that CVFiber is not going to sell customer data makes an advantageous marketing differentiation. The Privacy Policy will be revisited.

Outreach and Website Update

- Jennille Smith reported that Crawford Agency began market research and had initial personas last week but we asked them to revisit these because we didn't find them on target. They will be interviewing 30 potential customers this week. We need to identify

the different market segments and develop plans that speak to each, so we have both a long and short-term public engagement and marketing plan.

- Jennille Smith reported that the CrowdFiber website is going live hopefully in about a week, but first Chuck Burt and Linda Gravell have spent hours working to ensure the site is trustworthy. Linda Gravell has developed a testing platform that identifies bugs and Chuck Burt has been working with CrowdFiber to let them know what these are. We are intent on ensuring both user friendliness and accuracy. Chuck Burt stressed that the integrations must be seamless. CrowdFiber is working with us, especially on the bugs that we identify as “deal breakers” meaning we cannot launch until these are fixed. The website will be live primarily for pre-registration not yet for signing up for a subscription. Linda Gravell emphasized that they are only working with CrowdFiber, not Crawford, so they have no marketing or branding materials for the website. They have identified approximately eight outstanding bugs that are currently keeping the site from going live. The website must make CVFiber appear reliable because this is CVFiber’s introduction to potential customers.
- Jennille Smith reported that upcoming outreach includes a press event on Wednesday, December 21, 11am-1pm in Calais Town Hall. CVFiber will officially announce the 9,000 feet of strand and lash which have been laid. VCBB has a press release. Local and state legislators are invited. This is a thank you to those who have acted and to let attendees know that we have spent 50% of the ARPA funds, so this is also outreach to those who could potentially help, both for funding and as volunteers. John Walters press advisory will be shared with the Governing Board once he’s created it, which should be by tomorrow.

Subscription Terms and Conditions

- Ray Pelletier said that the executive committee has set subscription rates and these will be on the website and easily digestible. ECFiber served as a sample. Home subscribers will not have contracts but terms of service, modeled on Waitsfield. There will be commercial contracts. All users will have symmetrical speeds with no data cap. Home Installment will be \$99 possibly waived for early subscribers. There is no charge for aerial drops or installation in existing conduit under 400 feet to connect but a charge of \$1/foot beyond that distance. CVFiber will use existing conduits if possible. Vendors who do conduit work will be identified but none specifically recommended. Payment plans for installation will be available. Note that the actual terms of service will be a 30-40 page legal document.
- David Wendt asked if there will be a live person to talk to, and Ray Pelletier confirmed that this is the case. A person will come to the home to do a survey once a potential customer has registered so the exact needs and costs to install will be clear.

The Chair adjourned the meeting at 7:14pm.

Respectfully Submitted,
Jeremy Matt, Clerk