



CVFIBER GOVERNING BOARD MEETING MINUTES

Virtually on MS Teams
January 10, 2023

Minutes Short Summary

Minutes for the November 9 and December 13 meetings were approved. Ray Pelletier provided an update on the progress of the audit and gave a brief Treasurer's Report. Tony McCleary, the NRTC Construction Manager gave a more detailed construction update; the major news is that CVFiber is making progress despite weather challenges. Jennille Smith reported a major website milestone: potential subscribers can now preregister on the CVFiber website. Jennille Smith is now the VCUDA representative instead of David Healy. The Board approved an additional \$4M to purchase construction materials for an additional 200 miles of construction, hopefully in fall 2023. The Board approved the CVFiber Privacy Policy Overview. The Board noted that CVFiber is hiring KnowB4 to conduct and oversee security trainings. Finally, a working group has been formed to see if the calendar of meetings could be made more predictable.

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), R.D. Eno (Cabot), Katharina Mack (Washington), Tim Sullivan (Roxbury)

Alternate delegates:

Dan Souza (Barre Town - Alternate), David Wendt (Duxbury - Alternate), Jon Hosford (Plainfield - Alternate), Jeremy Hansen (Berlin - Alternate), Jared Thomas (Calais), Christopher Shenk (Waterbury - Alternate)

Others Present:

Sybil Schlesinger (Minutes), Jennille Smith (Executive Director), John Walters (Vice Chair, Communications Committee), ORCA, Tony McCleary (Construction Manager, NRTC)

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

Call to order: Board chair, Jerry Diamantides, called the meeting to order at 6:00 PM

Additions or changes to the agenda

- None

Public comment

- None

Meeting minutes approval

- Motion: (Jeremy Matt, Second Siobhan Perricone)
To approve the November 9, 2022 meeting minutes as drafted with corrections.
 Passed unanimously.
- Motion: (Jeremy Matt, Second Siobhan Perricone)
To approve the Dec. 13, 2022 meeting minutes as drafted with corrections as described.
 R. D. Eno abstains. Passes with one abstention.

Treasurer's Report

- Discussion:
- Ray Pelletier reported that CVFiber has begun the audit process and the last item we needed to submit was the value of the inventory we are holding. The target is April for the completion of the report for 2022. Profit and Loss: Total grant income: \$16.3M. Some expenses include: administration \$235,779.78; pole inventory \$552,376.04; preconstruction includes \$1.4M for design services; Total expenses: \$6,441,514.83 Total remaining: \$9,845,332.86
- Jerry Diamantides notes that while CVFiber has money in the bank, when we move into full-bore construction, this will be spent quickly.
- David Healy noted that CVFiber has not received the remainder of the State's grant allocation. Jerry Diamantides said CVFiber has to invoice the State before we can receive the funds.

Construction Update

- Discussion:
- Jennille Smith turned over the discussion to Tony McCleary, the CVFiber Construction Manager, who is on the ground and has some photos.
- Tony McCleary showed the electronic map of where CVFiber is working and noted that construction is taking place in the Calais O1 area. The Calais OLT (Optical Light Transmission; a network hub) is at the Calais substation. Tony reported the following: *We have gone down Old West Church Rd to Fowler Road, and we are as of today also working to the west. We are fully stranded as of today on North Calais Road down to and including Jack Hill Road to Pekin Brook Road. We like to get a full reel of strand set ahead of the fiber crew. We are looking at fibering the strand we have up today. We have roughly 4 miles of strand up and by mid to end of next week expect to have fiber up. We have a crew from Eustis that is stranding, and a second crew will fiber. We hope to maintain the strand ahead of the fiber, and we are getting the licenses we need to proceed. We expect to build the OLT site this week and not only to continue CL01, we are looking to go into CL02. We have permission to attach in the green areas. The orange areas are where we need permission, which we will get. We still have several miles we can build and we expect to bring in additional strand crews in three to four weeks, followed by additional fiber crews. We do have to physically climb each pole. Everyone who is potentially living in this area, our trucks are trying desperately to give you room to get around them.*
- Jennille Smith noted that CVFiber will have about one hundred twenty miles of green areas (where make ready has been completed) ready to begin construction.
- Ray Pelletier asked if Tony McCleary could explain the process used to get where construction is today.
- Tony McCleary explained that the first step is stranding which is running a metal strand which is physically attached to each pole. Once the strand is set, the fiber crew can lash the fiber to the strand. This also gives us the ability to put up the storage loops we need. The OLT requires both an underground permit to build and other permits. We are going to build the pad with the template we have, and once the cabinets come in, we will be able to splice the fiber in, and Waitsfield will be able to come in to connect and turn up subscribers. Waitsfield wants to know that everything can be turned on at the same time before they connect. These are all battery OLTs, but we will also have a propane generator to back up the batteries.
- Tony McCleary said his job is to run the construction for all of CVFiber. He has done construction for all of NRTC. His team validates invoices from the contractor and makes sure all work is done safely, and he inspects to ensure that all is up to required guidelines. There is a hierarchy that must be followed, and he makes sure that these standards are followed. He ensures that CVFiber is protected. He handles both construction and inspection.
- Jennille Smith explained that they had to negotiate getting the pad templates ahead of the cabinets, which isn't usually done, but this allows CVFiber to continue construction. We have a lot of creative workarounds.

- Tony McCleary said that his take is that we are always behind, so we push as much as possible, and Eustis has been good about this; they know we want mileage.
- Ray Pelletier explained that CVFiber now has one contractor with one crew. In April/May, CVFiber will have two contractors working simultaneously, each with three or four crews. We are not able to get a lot done in this weather.
- David Healy also noted that because of the weather, two ice storms and a hurricane down south, CVFiber have lost a lot of make-ready crews because they were sent to deal with power outages.
- Tony McCleary said that despite these delays, he is happy with the where CVFiber is today. There was a time when he thought they would not be able to start construction until February.
- Allen Gilbert noted that he had read in the most recent newsletter that the Washington Electric Co-op lost thirty poles; he asked if this makes it easier for CVFiber because WEC will have to replace these poles not us? Is this on the Co-op's nickel?
- Tony McCleary agreed but not all of these poles that were replaced are where we need them.
- Jerry Diamantides said the process worked two ways. CVFiber also did a lot of make ready, for example tree trimming, so it is possible that some poles are standing because CVFiber took the trees down in advance.
- Tony McCleary said the storm could easily have taken 100 trees down; he would like to think CVFiber's work saved 50 plus poles.
- Jerry Diamantides thanked Tony McCleary for his update and his work.

Website Update

- Discussion:
- Jennille Smith reported that CVFiber has reached a huge milestone: the CVFiber website went live with the new preregistration feature which allows potential subscribers to put in their address so they can be informed when they can sign up. We can now have address level detail for potential subscribers.
- Linda Gravell pointed out that CVFiber does not yet have the ability to take orders for specific connection packages, but that we are working with CrowdFiber to get that functionality up and ready by the time we are going to be connecting our first subscribers.

VCUDA Representative

- **Motion** (Jerry Diamantes, Second Linda Gravell)

Whereas the Executive Committee on the 5th of January 2023 approved the recommendation to the Governing Board that Jennille Smith be the VCUDA representative for CVFiber. I move therefore that the Governing Board approve Jennille Smith as our VCUDA representative for CVFiber and David Healy will be the alternate (as amended).

Friendly amendment (Jeremy Matt): *David Healy will be the alternate.*

Passed unanimously.

- Discussion: David Healy explained that VCUDA, an organization of the ten CUDs, is our voice to the Broadband Board meeting, the device we used to buy our first fiber, and it is a useful organization for us to belong to.

Materials Purchase

- MOTION: (Jerry Diamantides, Second Linda Gravell)

Whereas the Governing Board approved the expenditure of up to \$10 million dollars for materials, warehouse and supply chain services on 14 June 2022, and

Whereas the Governing Board authorized the Executive Committee to approve the acquisition of such materials from such vendors as the Executive Committee shall determine to be in the best interest of CVFiber, and

Whereas CVFiber has procured approximately \$7.6M for the first 400 miles of materials, and

Whereas CVFiber has plans to build 600 miles in 2023, and

Whereas materials are facing a long lead time and are increasing in price, and

Whereas it is in CVFiber's best interest to get ahead of these lead times and price increases, and

Whereas on 05 January 2023 the Executive Committee recommended that the Governing Board approve an expenditure of an additional \$4M for a total of \$14M from such vendors subject to available funding as determined by the Executive Committee to be in the best interest of CVFiber

It is moved that the Governing Board approve the materials expenditure increase.

Passed unanimously.

- Discussion:
- Jerry Diamantides explained that the Governing Board has already approved up to \$10 million for materials purchases. CVFiber has the money. We have purchased materials for 400 miles of construction; what we see now is the potential to get 600 miles of construction completed if we have materials available. Therefore, we need to buy another 200 miles now. We cannot stop construction for lack of materials. Because obtaining the materials has such a long lead time, if we think we might need them in September/October 2023, we need to purchase the now. We want to increase the approval to \$14 million so we can buy the materials to build.
- Jennille Smith added that to put this in perspective, 600 miles is half of our network.

Privacy Commitment Statement

- Motion: (Allen Gilbert, Second Jeremy Matt)
- ***Move That the Governing Board accept the recommendation of the Executive Committee that the CVFiber Privacy Policy Overview be adopted.***
- Discussion:
- Allen Gilbert explained that despite a winter storm and two holidays, the Policy Committee has worked to get a privacy policy before you. The Policy Committee approved this policy on December 6, 2022, but the Executive Committee sent it back to the Policy Committee for additional work which has since been completed. The Executive Committee then recommended at their January 5, 2023 meeting that the revised Privacy Policy be adopted. This is a Privacy Policy overview, a one-page guide describing our commitment to protecting the privacy of our subscribers. This document will form the road map for the legal details that will go into our actual privacy policy.
- Chuck Burt noted that CVFiber will need to share data to improve/manage/maintain our network. For example we will have to share data with Waitsfield Telecom. They will have to maintain our standards. Other contractors will get aggregate data. For example, our webpage will collect data and this will open up our aggregate data to third parties who may not share our standards. The current Privacy Policy allows us to do the business we need to do, and any data given up is for the explicit and express purpose of improving our business.
- R. D. Eno asked if CVFiber will require our contractors to meet our standards
- Jennille Smith noted that Crowd Fiber is already changing their policy to meet our standards.

Email Security

- Discussion:
- Jerry Diamantides told the story that one of the very largest electronics companies had an Internet security firm on contract, and they wanted to develop a privacy policy. They thought they were impenetrable. The company they hired said we could probably break into your email system in an hour. They took a handful of USB drives, threw them on the ground in the parking lot, and within half an hour those infected drives allowed them to get into the system. At the Executive Committee meeting on January 5, 2023, we voted to hire a company to provide training on how to avoid being phished. Governing Board approval is not required because the amount is small and within the budget the Governing Board previously approved for the Executive Committee.
- Christopher Shenk noted that CVFiber doesn't have a parking lot with employees coming and going, but a company he worked for was phished successfully too. Phishing emails are becoming very difficult to identify even for professionals. A phishing email is an email to extract data and/or information. Microsoft sends legitimate emails, so the phishing schemes will email you and look exactly like Microsoft, and take you to a created website that looks exactly like a Microsoft page and get you to enter your username and password. It isn't the data that they want, but they can hold us hostage for ransom.

- Jennille Smith said that she has been told CVFiber, as a nonprofit with large amounts of grant funding, would be a target. In fact, CVFiber has already been targeted, although not successfully.
- There followed additional discussion of phishing attacks and the services that KnowB4 can provide. The general consensus is that taking this step to improve our security is a good idea. Jon Hosford also noted that he is on the State's emergency breach response team and asked if CVFiber has looked into breach insurance. Jennille Smith responded that she is currently looking into various types of insurance, and she will investigate breach insurance as well.

CVFiber Meetings Schedule

- Discussion: Jerry Diamantides informed the Board that we are revisiting our meeting schedule to see if our flow of work makes sense.
- Chuck Burt explained that a working group has assembled to try to see if we can create a more reliable calendar. The members are Allen Gilbert, Jennille Smith and Chuck Burt. The way our meetings have been sequenced has been a big part of CVFiber's success. We start with the Governing Board, then go to Executive, who acts on Governing Board decrees. We then go to Planning and Development who are the boots on the ground. We then go to Communications to update our communities on our progress, and then we go to Finance and Policy. There is then one more Executive Committee to feed back to the Governing Board. This sequencing is why we have been effective. But it comes with one very annoying drawback, which is that Policy and Communications fall on Thursdays. The second Tuesday of the month for the Board, the third Tuesday of the month for Planning and Development, the fourth Tuesday of the month for Finance. The Thursday meetings follow a more complicated logic: The Executive Committee is the Thursday following the second Tuesday of the month, Communications is the Thursday following the third Tuesday of the month, and the Policy Committee is the Thursday following the fourth Tuesday of the month. We have to manually override any month that starts on a Wednesday or Thursday because calendar software does not offer this sequencing. It's also difficult to come out of a Tuesday meeting and need to adjust the agenda for a Thursday Executive Committee meeting. We do believe that committees should have a say in when they meet. We are not going to dictate these changes. Also, we note that meeting at six o'clock, a common dinnertime, is not ideal, but meeting earlier can also be problematic due to work and children.
- Jerry Diamantides further explained that the intent here is informational. No action is required, but we appreciate that a group has formed to look at this. Our workflow management has really helped us. We have had a few special meetings but not as many as we might.

There followed additional discussion of meeting schedules. The Chair adjourned the meeting at 7:06 pm.

Respectfully Submitted,
Jeremy Matt, Clerk