



CVFIBER EXECUTIVE COMMITTEE MEETING MINUTES

Virtually on MS Teams

March 21, 2023

Minutes Short Summary

Jerry Diamantides added a discussion of committee meeting times to the agenda. The minutes for the January 12, January 30, February 21 and March 8, 2023 meetings were approved. The Executive Committee unanimously approved the motion to amend the Internal Financial Control Procedures Implementation Guidelines to authorize the accountant to pay the Officer stipends of the Chair, Treasurer, and Clerk every month in accordance with the Budget. The Pole Inventory continues and should be ready before construction starts in April. Calais now has 13 miles of strand and 6 of fiber, passing 81 addresses. The Crawford website design cannot be implemented exactly by CrowdFiber but it will be close enough. The screening of three highly qualified candidates for the Community Relations Manager position continues with the expectation that this person might be hired to begin in April. The Executive Committee entered executive session to discuss Financial Plans that relate to CVFiber's strategic planning. CVFiber Executive Committee meetings will continue to be at 5pm on the first and third Tuesday of the month.

Present:

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

Absent: David Healey (Calais)

Others Present: Jennille Smith (Executive Director), Linda Gravell (Waterbury), John Walters (Vice-Chair of Communications Committee), Laurie-Beth Putnam (Treasurer), David Lawrence (Middlesex)

Call to order: Jerry Diamantides called the meeting to order at 5:03 pm.

Additions to the agenda:

- Jerry Diamantides suggested that in our transition to the new calendar, both of our meetings are now at 5pm. Let's discuss returning to the former schedule of one at 5pm and one at 6:30pm.

Public comment

- None

Prior Meeting Minutes

- **MOTION** (Jeremy Matt, Second Chuck Burt)
To approve corrections to the previously-approved January 12, 2023 minutes.
Passed unanimously.
- **MOTION** (Jeremy Matt, Second Allen Gilbert)
To approve the January 30, 2023, February 21, 2023 and March 8, 2023 minutes as drafted.
Passed unanimously.

Bills to Pay

- None

Officer's Invoicing

- Discussion: Jerry Diamantides noted that officers' stipends need to be paid on a regular basis. Currently officers are required to submit invoices. However, he thinks that the stipends should be automatically paid without the need for invoices. Ray Pelletier added that the stipends are in our regular fixed expenses category and do not need additional approval.
- Allen Gilbert noted that the Governing Board should be kept informed if these guidelines are approved. Ray Pelletier agreed with this.
- Jerry Diamantides noted that this can be a notification item for the Governing Board meeting.
- Ray Pelletier noted that this was discussed at the August 9th Governing Board meeting.
- **MOTION** (Ray Pelletier, Second Chuck Burt)
Whereas The Internal Financial Control Procedures Implementation Guidelines currently provide processes for the payment of fixed expenses,

Whereas Fixed expenses are approved for payment by the Executive Director and include "regular expenses that are in the Budget and funded and include payments for accountant, treasurer, leases, regular operational expenses (e.g., utilities, Internet), and warehouse operations.

Whereas CVFiber Governing Board Officer stipends for the Chair, Treasurer, and Clerk are regular expenses in the Budget and funded,

Whereas the Executive Director is an employee of CVFiber reporting to the Governing Board, and

Moved that the Executive Committee amends the Internal Financial Control Procedures Implementation Guidelines to authorize the accountant to pay the Officer stipends of the Chair, Treasurer, and Clerk every month in accordance with the Budget unless or until the Executive Committee directs otherwise, and further, that any and all expenses for which reimbursement is sought by said Officers shall be brought to the Executive

Committee by the Chair of the Finance and Audit Committee for its action as appropriate.

Passed unanimously. No further discussion.

Pole Inventory and Contract Update

- Discussion: Ray Pelletier noted that the Executive Committee has already approved the TCE pole inventory contract. David Healy and Ray Pelletier are working on this, but the work cannot start before early April.

Construction and Materials Update

- Discussion: Jennille Smith reported that CVFiber has put in bids for cabinets and electronics for \$600K plus for long lead-time items. We have passed 81 addresses, and put in 13 miles of strand, and 6 miles of fiber. Construction has begun on the Middlesex OLT. We have a draft of Statement of Work to hang strand in Middlesex. The leasing process is continuing on all the OLTs, even if they are not going to be constructed until 2024. The Plainfield site is also still being settled.
- Jeremy Matt wanted to know about others, such as Marshfield. Jennille Smith noted that this is being reviewed because of potential wetlands. We plan to use our Calais model as a template to aid in permitting the Marshfield site.
- Allen Gilbert noted that ANR is not doing assessments now. Jennille Smith said CVFiber is submitting a general permit in Calais to allow us to go forward before May. CVFiber has both a right of way agent and an environmental consultant working together with ANR to get this through this successfully.

Website Update

- Discussion: Chuck Burt reported that, for technical reasons, the website designs Crawford created are not going to be achievable with CrowdFiber. However, we can get close enough. Marjorie (Codewryter) is also working on facets of our public facing pages to mitigate spam and links to get to the subscription page from any place on the site. To date, we have 2066 people who have expressed interest; 750 have gone through the more complicated registration system.

Community Relations Manager Update

- Discussion: Jennille Smith reported the receipt of a dozen qualified local resumes. We have screened two and will be screening a third. We have requested references and are completing background checks. The third candidate will be screened on Thursday. These are candidates who have 20 plus years of experience in Vermont in marketing and public engagement. Ray Pelletier added that these are tier one candidates, and it is possible the hire could be complete in April.

Financing Plan

- Discussion: Jerry Diamantides said this discussion is about both long and short-term funding and how funding availability may impact CVFiber's strategic construction plans.
- MOTION (Ray Pelletier, Second Jeremy Matt)
Move that we enter executive session to discuss records that are confidential pursuant to 1 V.S.A. § 313(a)(6), specifically Financial Plans that relate to our strategic planning

And that Laurie-Beth Putman, David Lawrence, Linda Gravell and Jennille Smith are invited into the executive session in accordance with 1 V.S.A. § 313(b) as individuals whose understanding and information is needed.

Passed unanimously. No discussion

Entered into Executive session at 5:47pm.

Exited Executive session at 6:31pm

- No action came out of Executive Session

Calendar for Executive Committee Meetings

- Discussion: Jerry Diamantides noted that Jeremy Matt has trouble getting to 5PM meetings due to family commitments. Chuck Burt wanted to know if Allen Gilbert would now have a problem. Allen Gilbert was not present, so Jeremy Matt suggested keeping it at 5:00pm to avoid passing the problem onto Allen. He noted that he'll just be late for the meeting on days when he needs to pick his kids up after school. It was concluded to keep the meetings at 5pm on the first and third Tuesdays of the month. No change needed.

Adjourn at 6:38pm

- **Motion to Adjourn:** Jerry Diamantides.

Respectfully submitted,
Jeremy Matt, Clerk