



CVFIBER EXECUTIVE COMMITTEE MEETING MINUTES

Virtually on MS Teams

April 18, 2023

Minutes Short Summary

Approval of prior meeting minutes was delayed. The Executive Committee was notified that the Planning & Development Committee voted to change its name to the Operations & Planning Committee and that the committee is working on revising its charter. There were reports on internet security (KnowBe4 offers a variety of options that may suit us), construction and materials (we're up to 13 miles of fiber hung with 103 addresses passed and our materials situation is good), and the website (Crawford integration and mobile friendly versions are progressing and testing of the subscription process will start soon). The Executive Committee voted to provide Jennille Smith and Jerry Diamantides with a credit card with a \$50,000 credit limit. Insurance costs increased more than we anticipated due to additional employees, the materials we have in stock, and other factors. Therefore the Executive Committee voted to allocate \$75,000 of our budgeted reserves to insurance, raising the line item from \$50,000 to \$125,000. The Committee voted to recommend that the Governing Board approve issuing work orders to construct the Rumney School and Marshfield OLTs. Our 2022 audit highlighted changes that need to be made to the materials tracking performed by Wild Blue Yonder relating to the value of materials received and materials expended. This will increase our warehouse management costs but will be necessary for our 2023 audit. CVFiber's re-organization meeting will take place in May, with re-election of officers and Committee Chairs. The Committee entered executive session to discuss pricing for additional add-on services. After exiting executive session, the Committee voted to recommend pricing levels to the Governing Board.

Present:

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

Absent: David Healey (Calais)

Others Present: Jennille Smith (Executive Director), Linda Gravell (Waterbury), John Walters (Vice-Chair of Communications Committee), Lucas Stubbs (Operations Manager), David Lawrence (Middlesex), Bruce Stevenson (Middlesex Community Member)

Call to order: Siobhan Perricone called the meeting to order at 5:03pm.

Additions to the agenda:

- None

Public comment

- None

Prior Meeting Minutes

- This was delayed to the next meeting.

Bills to Pay

- None

Planning Committee Update

- Jennille Smith reported that the Planning & Development Committee voted to change its name to the Operations & Planning Committee. Siobhan Perricone noted that the committee is also working on revising the charter. There followed additional discussion of the details of committee name changes.

Internet Security Update

- Jennille Smith reminded the committee members that we subscribe to KnowBe4, which is a service to train people to avoid fishing attacks. They also offer compliance training. Last, we are getting secure laptops for our employees and these laptops could come with KnowBe4 service as well. Jennille Smith noted that installation on personal laptops (such as on Ccommittee chairs' laptops) is also an option. Jeremy Matt asked what sort of control would be ceded if this software is installed on his personal computer. Chuck Burt noted that some of these software packages can be very invasive to the point where they can read browser history. There followed additional discussion of the use of personal computers and installing software on them.

Construction and Materials Update

- Jennille Smith provided a brief review of our construction status. We have installed 13 miles of fiber, 17 miles of strand, and passed 103 addresses. We've identified some materials gaps, but we were able to get what we need from Maple Broadband. We've also placed some additional orders to fill some gaps that were found.
- Lucas Stubbs provided an update on the Middlesex OLT. We're in a two-week waiting period for public comment. Assuming there are no surprises, we should be on track to light it up in early June. Lucas also noted that there is still mud in the Calais area, which is limiting where work can be done. Eustis is on board for ramping up construction once the mud clears up.

Website Update

- Jennille Smith provided a brief update on the status of the CVFiber website. Our informational page on streaming is live.

- Chuck Burt reported that we're running into some issues with our Crawford integration, and we're over the 80 hour work limit. He noted that we're going for quality over speed, and that costs money and takes time. We're also working on making the website and our subscription page mobile friendly (it currently is not mobile friendly). He's hopeful that we can go live in a couple of weeks.
- Linda Gravell reported that she's working with the developer to fix two major bugs; we're expecting a status update on that on Thursday. We're going to be putting out a call for volunteers to test the website. There will be a demonstration during the Communications Committee meeting. There followed additional discussion of testing the website.

Credit Card Authority

- Ray Pelletier noted that it's not appropriate for CVFiber representatives to use their personal cards when performing official duties for CVFiber.
- MOTION (Ray Pelletier, second Jeremy Matt) Moved that the Executive Committee approve the use of a CVFiber credit card by the Governing Board Chair (Jerry Diamantides) and Executive Director (Jennille Smith) in the exercise of their CVFiber responsibilities pursuant to the CVFiber Public Procurement Policy and the Financial Controls Implementation Guidelines with a credit limit of \$50,000 (as amended). Passed unanimously. Discussion:
 - Jennille Smith noted that the credit card issuer needs to see these minutes as a means for approval. Ray Pelletier suggested that as a friendly amendment we should include the names of the people and an explicit credit limit (accepted as a friendly amendment)

Insurance Cost Increase

- Jerry Diamantides noted that as we've matured, we now have more assets and employees, all of which means that we need more insurance. Jennille Smith noted that we also need cyber insurance and lines and poles insurance because we have fiber in the air. Overall, the insurance premium has more than doubled since last year. Jerry Diamantides noted that the line item for insurance in our budget is not sufficient for our insurance needs. We don't need to update the budget overall, but we do need to modify that line item. Jennille Smith noted that we're trying to avoid this, but we also may need to get railroad insurance because we're getting railroad permits. The bottom line is that there are some unknowns and she thinks that the line item should be revised to \$125,000.
- MOTION (Ray Pelletier, second Jeremy Matt) that the Executive Committee change the line item for insurance to \$125,000 from \$50,000. Passed unanimously. Discussion:
 - Jeremy Matt asked where the funds will come from. Jerry Diamantides noted that we have sufficient budget reserves.

Construction Scopes of Work

- Jennille Smith noted that we need to get approval from the Governing Board to construct the Rumney School OLT and the Marshfield OLT. We need to issue these approvals in order to keep our construction crews moving.
- MOTION (Ray Pelletier, second Jeremy Matt) *Whereas the Governing Board on 12 July 2022 approved the award of construction contracts to one or more contractors subject to*

successful negotiations with the Executive Committee-appointed Negotiating Team, such successfully negotiated contracts as determined by and approved by the Executive Committee, and

Whereas the Executive Committee on 26 October 2022 found that the CVFiber-Eustis Cable Enterprises negotiations had been successful and that it approves the CVFiber-Eustis Master Services Agreement, and

Whereas design and make-ready work have progressed in the Rumney School-Middlesex OLT District for construction to commence, and

Whereas design and make ready work have progressed in the Marshfield OLT District for construction to commence,

It is moved that the Executive Committee recommends that the Governing Board approve the Statements of Work contracts with Eustis Cable Enterprises in the Rumney School-Middlesex OLT District and the Marshfield OLT District subject to funding availability and the Executive Committee's authorization of Notices to Proceed. Passed unanimously.

Discussion:

- Ray Pelletier and Jerry Diamantides provided an overview of the process this approval will follow.
- Jerry Diamantides noted that we think that having multiple scopes of work is necessary to give our contractors enough flexibility regarding where they can work. This may be necessary in order to keep them in the field.

WBV & Audit Requirements

- Jerry Diamantides noted that Wild Blue Yonder (WBV) is the outfit managing our inventory. There are very specific audit requirements with respect to what materials are arriving and going out as well as the value of those materials. We were not aware of these requirements and are working with WBV to meet them. Jennille Smith provided additional specific details on what this means for WBV and how WBV is going to meet these requirements. The bottom line is that our inventory management costs will be going up but we don't yet have a quote; it will be an increase in personnel and an increase in the equipment we need to license from WBV. This item is informational only at this point. Jerry Diamantides noted that it's fortunate that not much material went out in 2022 which is making our 2022 audit easier. This is very important to get right for our 2023 audit, however.

Committee Chairs and Officers

- Jerry Diamantides noted that the Governing Board needs to elect officers at its May meeting. He suggested that anyone who wants to be considered a candidate for an office should let the Governing Board know their intentions. Jerry Diamantides said that he is going to be letting the Board know that he's willing to continue as CVFiber Chair.
- Ray Pelletier noted that between now and the Governing Board meeting on May 9, 2023, committees need to hold elections for their chair and, if wanted, vice-chair. Chairs are approved by the Governing Board; vice chairs are not.

Customer Pricing

- Jennille reported that our subscription rates for commercial and residential internet, and our phone rates, have been approved. However, there are additional add-ons (e.g., static IP addresses, residential vs. commercial phone service, mesh wifi routers) that we need to consider pricing for. We also need to consider a price for phone hookups.
- 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 subscription rates would put CVFiber at competitive disadvantage.* Passed unanimously. No discussion.
- MOTION (Ray Pelletier, second Jeremy Matt) MOVE that we enter executive session to discuss subscription rates pursuant to 1 V.S.A. § 313(a)(3) and invite into executive session all alternates, the executive director, the operations manager, Linda Gravell, and committee vice chairs whose information is needed in accordance with 1 V.S.A. § 313(b). Passed unanimously. No discussion.
 - Enter: 6:08
 - Exit: 6:20
- MOTION (Ray Pelletier, second Jeremy Matt) Move that Executive Committee recommends the Governing Board approve commercial phone service rates at \$35/line, plus installation, static IP addresses for residential use at \$20/month, and WiFi Everywhere extension cost (for one unit) at \$99 to purchase or \$6/month to rent (as amended). Passed unanimously. No discussion.
 - Ray Pelletier suggested that we explicitly state that the WiFi Everywhere cost is per-node.

Adjourn at 6:23pm

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

Respectfully submitted,
Jeremy Matt, Clerk