



CVFIBER EXECUTIVE COMMITTEE MEETING MINUTES

Virtually on MS Teams

July 5, 2023

Minutes Short Summary

Approval for the May 2, May 16 June 6 and June 20, 2023 minutes was delayed. Laurie Beth Putnam sent out the financial statement for review. CVFiber is transitioning from an all-volunteer organization to an employee-led organization, which will take time. The marketing campaign for customers has begun with postcards and emails sent out, and a current response rate of 3%. The Executive Committee unanimously approved the engagement of a marketing services individual or firm at a total cost not to exceed \$10,000 and authorizes the Chair to enter into such agreements as necessary for these services. Jennille Smith reported that the build rate has increased significantly with the addition of more crews. Lucas Stubbs is taking over the ordering of materials, and CVFiber has built trust with suppliers. The Executive Committee unanimously with one abstention recommended to the Governing Board that it approve a sole source contract with Stone Environmental given its synergistic services and the need for CVFiber to maintain its mapping compatible with the VCBB's mapping. The Executive Committee unanimously recommend the Governing Board grant authority to the chair and to the executive director, or to either of them, to execute agreements where operations necessitate the signing of agreements, which are necessary, budgeted and such incidental purchases consistent with CVFiber's procurement policy. The Executive Committee unanimously passed the motion for CVFiber to engage the Dinse law firm for human resource and employment law services. While a survey of commercial customers is warranted, the Communications Committee will first take this up. The Executive Committee unanimously recommend to the Governing Board the approval of the Personnel Policy proposed by the Policy Committee, subject to legal review.

Present:

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

Absent:

Others Present: Jennille Smith (Executive Director), Laurie Beth Putnam (Treasurer), Linda Gravell (Waterbury), Lucas Stubbs (Operations Manager), Christopher Shenk (Waterbury – Alternate)

Call to order: Jerry Diamantides called the meeting to order at 6:04pm.

Additions to the agenda:

- None

Public comment

- None

Prior Meeting Minutes

- Approval for June 6, and June 20, 2023 minutes was delayed.

Treasurer's Report

- Discussion: Laurie Beth Putnam sent out the preliminary report to members for review. A tax refund has been received for \$1,000. CVFiber is working on timesheets for employees on stipends. Timesheets are in place for full-time employees.

Organizational Structure Discussion

- Discussion: Jerry Diamantides noted that CVFiber is transitioning from volunteer to employee action. For example, Lucas Stubbs would like to transition more into control of materials in the warehouses. Jennille Smith is also transitioning into a broader oversight position rather than being involved in all aspects of CVFiber.
- David Healy pointed out that we are moving into a business phase of CVFiber, which is going to take a few months to happen. We hope to be lighting up the network in a few weeks so there will be changes.
- Jerry Diamantides also noted that volunteers might be moving on. Ray Pelletier added with a visual of the organizational plan, and the roles employees will be playing.
- Siobhan Perricone also said that we must let employees do their jobs based on feedback from their supervisors rather than volunteers on our committees.
- Chuck Burt reported that the communications committee wants to empower the Community Relations Manager to make all decisions with the obligation to report back.

Marketing Update and Outlook

- Discussion: Jennille Smith noted that CVFiber has some impressive milestones: our website is live. Our first postcards have gone out in Calais. We have connected with our friendlies to test our live network. We have a map on the website to illustrate construction thanks to David Healy. The second postcard has gone out to the Rumney School district to expect trucks in the neighborhood.
- David Healy asked if we want to send the same mailing to CL2. Linda Gravell said that she talked to Lucas Stubbs about this, and he suggested it was a bit early because some permits have not yet been obtained.

- Chuck Burt said we are following Lucas Stubbs on when to send out postcards. When he gives it the green light, we will follow through. We have the go ahead on RS02, so Linda Gravell is preparing the postcard to be sent out, which arrives the next day. We also did an email campaign to our subscribers in EL01 and EL02. Linda Gravell confirmed that the postcards have gone out to RS02.
- Chuck Burt said that we have each of the three postcards tagged so that when a customer responds to a postcard, we can track how many people respond to each. This allows us to analyze how the postcards perform.
- Ray Pelletier wanted to know what the percent response rate is. Linda Gravell said that the first two postcards went out—approximately 400 and 300--on June 30. The next communication was an email as Chuck Burt described above. Linda Gravell just sent 346 to RS02, so she thinks it's too early to see if the postcards and emails are effective, particularly because of the holiday this week.
- Ray Pelletier asked if we can differentiate between a customer using the QR code or just accessing on the website. Chuck Burt said he doesn't think he will be able to make this differentiation. Currently, we have 3% for direct mail, which is actually a good rate for direct mail.
- David Healy asked if he put something on Front Porch Forum with a specific link, could Chuck Burt track the response rate. Chuck Burt said he can, but David Healy will need to get a specific link from Chuck Burt.

Marketing Consultant Engagement

- Discussion: Jennille Smith noted that CVFiber is hiring a Communications Manager and resumes from three qualified candidates have been received. In the interim, we have intense marketing needs before the hiring process can be completed. We have contract workers who have been recommended.
- Jennille Smith explained delegates from towns where we have construction have been invited to an informational meeting to encourage them to attend town events and do other outreach.
- MOTION (Ray Pelletier, Second Siobhan Perricone)
*Whereas CVFiber has advertised to fill the position of Community Relations Manager, and
Whereas CVFiber service rollout has begun, and
Whereas CVFiber has a need for dedicated marketing assistance immediately and likely for the near term,
It is moved that the Executive Committee approves the engagement of a marketing services individual or firm at a total cost not to exceed \$10,000 and authorizes the Chair to enter into such agreements as necessary for these services.*
Passed unanimously. No Discussion

Construction Update and Outlook

- Discussion: Jennille Smith said that the build rate has increased significantly because we have added more crews. We now have active construction in CL01, CL02, RS01 and RS02. We have also issued an RFP for the next phase and the bids are due next week. We are also planning future construction dependent on financing.

- Lucas Stubbs said the splicers are proceeding rapidly and they will be caught up to the construction crews, but once they catch up, they will stop until more construction is done. The construction crews are now moving quickly as well. However, they may catch up before we have licensing to proceed so again, we need to be ready or we will lose crews.
- Ray Pelletier asked for the number of passings (going by a residence/business) and also if crews are avoiding the more difficult work. Lucas Stubbs said he does not have new numbers because of the holidays. He would estimate 475 to date.
- David Healy noted that Eustis is almost finished but they are still waiting on the wire to pull, and WEC will have the green light to hang the transformer. David Healy also said that Eustis needs housing for crews if anyone knows of any available.
- Lucas Stubbs noted that the nine rolls of fiber have not yet arrived, but we do have a place to store them if we need to do so.
- Jeremy Matt complimented Lucas Stubbs on his CVFiber work shirt. Lucas Stubbs noted that t-shirts for volunteers are also available. A television reporter interviewed Lucas Stubbs at the Rumney school district, and the reporter also talked to the crews. The reporter was very enthusiastic, and the story should be out next week.

Materials and Warehousing

- Discussion: Jennille Smith reported that Lucas Stubbs is doing a great job, and he will be taking over ordering materials next week. NRTC ordered what they thought we needed, and CVFiber is now truing up. Lucas Stubbs noted that Eustis is helping us get supplies. Jennille Smith said that we are building relationships and trust with suppliers, which is very helpful.

Technical Assistance Consultant Engagement

- Discussion: Jennille Smith has identified a need for design. David Healy has done a lot of this work. We have identified a Vermont company, Stone Environmental, with deep knowledge of GIS, and we hope to fill gaps to get critical infrastructure.
- Ray Pelletier said that we should not rely on volunteers to do this work.
- Siobhan Perricone noted that David Healy is retired from Stone Environmental, which might create the appearance of conflict of interest, so David Healy will recuse himself from voting.
- Jeremy Matt said that Stone Environmental has a contract with VCBB to provide services so this puts them in a unique position to provide services to us, as they know the data.
- Allen Gilbert said that there is an existing conflict of interest policy at CVFiber, which in this case is that David Healy or any member of his family cannot benefit financially. We also need for David Healy to say that he has not solicited personally or negotiated for Stone Environmental to be hired. David Healy stated this to be the case.
- Linda Gravell noted that we need someone to export materials into CrowdFiber, but Chuck Burt said that the new Communications Relations Manager should do this work. Jeremy Matt said that he could help as well. Jennille Smith the training session was recorded, but she also noted that it's difficult to find a Marketing person who has these technical skills. Jennille Smith agreed that at least two people should be working on this. Siobhan Perricone will also be involved.
- Jerry Diamantides asked if this situation is under control, and Chuck Burt said that the first steps have been taken to get this under control. We want redundancy. Chuck Burt

said he can do this as well, and he is willing to keep going. We have a video and Linda Gravell has written out the steps. Jennille Smith will send Jeremy Matt the link.

- MOTION (Ray Pelletier, Second Siobhan Perricone)

Whereas CVFiber has a continuing need for GIS services, and which are compatible with the VCBB GIS mapping, and

Whereas Stone Environmental is under contract with the state to provide GIS services to the VCBB,

It is moved that the Executive Committee recommends to the Governing Board that it approve a sole source contract with Stone Environmental given its synergistic services and the need for CVFiber to maintain its mapping compatible with the VCBB's mapping.

Abstain: David Healy

Passed unanimously as amended (David Healy abstaining).

Discussion:

- Jeremy Matt and Chuck Burt suggested that “unique services” should be changed to “synergistic services”. Accepted as a friendly amendment.

Utilities MOUs/Agreements

- Discussion: Jennille Smith noted that in daily work, CVFiber is required to enter into agreements with agencies that cannot wait for committee approval. Jennille Smith and Jerry Diamantides need to be able to enter into these agreements as long as these items are already in the budget.
- Allen Gilbert said that, as written, either the Executive Director or Chair could give approval. Jennille Smith said when she does most of the negotiation, then Jerry Diamantides would sign the agreement and vice versa; the main point is to have two sets of eyes.
- MOTION (Ray Pelletier, Second Jeremy Matt)
Whereas section 3067 of the Vermont statute governing CUDs states that the chair of the board shall make and sign all contracts for the district upon approval by the board; and
Whereas the board under the statute therefore has authority to approve contracts as well as signing authority; and
Whereas the CVFiber procurement policy defines Incidental purchases as acquisition of supplies or services of up to \$10,000 under Federal Acquisition Regulation (FAR) 2.101; and
Whereas the CVFiber procurement policy exempts budgeted expenses from board approval; and
Whereas in the practical day-to-day operations of CVFiber, time is of the essence, it is sometimes necessary to expedite the signing of agreements including but not limited to utility agreements, agreements with permitting agencies, and with entities from whom CVFiber may need an easement;
It is moved that the Executive Committee recommend the Governing Board grant authority to the chair and to the executive director, or to either of them, to execute agreements where operations necessitate the signing of agreements, which are necessary, budgeted and such Incidental purchases consistent with CVFiber's procurement policy.
Passed unanimously. No Discussion.

Human Resources Counsel Engagement

- Discussion: Jennille Smith noted that part of the changes taking place require CVFiber needs a human resource policy and procedures guided by legal counsel.
- David Healy asked if VCUDA was involved and Jennille Smith said that VCUDA has also used this counsel. Ray Pelletier has proposed to VCUDA to form a Human Resources committee. Jennille Smith said CVFiber has a Human Resources policy ready to be approved and there needs to be counsel to review it, so we cannot wait for VCUDA.
- MOTION (Ray Pelletier, Second Siobhan Perricone)

It is moved that CVFiber engage the Dinse law firm for human resource and employment law services.

Passed unanimously as amended.

Discussion:

- Allen Gilbert suggested a word choice revision. Accepted as a friendly amendment.

Crowd Fiber Status Update

- Linda Gravell said that twenty-five customers have indicated they are interested in commercial services. Linda Gravell would like a survey or questionnaire to learn more about these customers. Jeremy Matt said that a survey for 25 people doesn't make sense because the Community Relations Manager could contact them one-by-one. Linda Gravell noted that Crawford did collect data this way, so Linda Gravell suggested this has already been done. Chuck Burt said that he agreed a survey is warranted but also that this should be on the agenda of the Communications Committee.

Human Resources Policy Discussion

- Discussion: Siobhan Perricone noted that the Policy Committee has been working on this. The policy is based on the one from VLCT; there are some issues that need to be addressed, but the hope is that the hired counsel can assist. Therefore, the request is to approve this policy pending counsel and human resources review. This is urgent.
- Allen Gilbert pointed out that by law, CVFiber must have a human resources policy, and we have been working to get one that has been tested. The Policy Committee presented this to the Board in June, but the decision was to let the Executive Committee review it first. No substantive changes were made. One point is that the Vermont State Legislature has passed Act 80 with the Governor's signature so counsel will also have to ensure that our policy meets these new requirements. The Policy Committee reviewed the policy this afternoon and we are asking the Executive Committee approve this.
- Chuck Burt said he did spot an area that requires more redundancy, particularly if the complaint is about the person to whom the complainer should report. Allen Gilbert noted that the policies and procedures are not all accounted for and that is why we need counsel to review this. Allen Gilbert also suspects there may be other areas that need improvement.
- Linda Gravell agreed that the current policy doesn't have the process for how to deal with complaints so we need both the policy and then the process for implementation.
- Christopher Shenk noted that there might be a provision that any Board member could be contacted. Jennille Smith supported Christopher Shenk's suggestion.
- MOTION (Ray Pelletier, Second Jeremy Matt)

Move that the Executive Committee recommend to the Governing Board approval of the Personnel Policy proposed by the Policy Committee, subject to legal review.
Passed unanimously. No Discussion

Adjourn at 7:29pm

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

Respectfully submitted,
Jeremy Matt, Clerk