



CVFIBER GOVERNING BOARD MEETING MINUTES

Virtually on MS Teams
July 11, 2023

Minutes Short Summary

- The minutes of the May 9 and June 13, 2023 Governing Board Meetings were approved. Chuck Burt's election as Chair of the Communications Committee was approved. The Governing Board approved a solesource contract with Stone Environmental given its synergistic services and the need for CVFiber to maintain its mapping compatible with the VCBB's mapping. The Governing Board granted 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 Governing Board approved the Personnel Policy proposed by the Policy Committee (as amended), subject to legal review. The Governing Board received financial reports for January through June, for June and for July but all are currently preliminary. Jennille Smith reported that CVFiber is meeting with NRTC, VEDA, and PFM to secure potential grant, loan and bond funding. Jennille Smith also reported 12 crews in the field, which are now actively constructing in four DAs. The Governing Board discussed the issue that some residents may have long and expensive connections through no fault of their own, and the Board agreed to gather data to be able to develop an equitable solution. CVFiber is in the process of hiring a Community Relations Manager; at the same time, three sets of postcards have been sent out to potential subscribers, and delegates from the five towns where CVFiber is currently approaching readiness to connect customers have been invited to informational sessions both in person and via a recording so that they can be appropriately informed. Chuck Burt offered to handle a CrowdFiber issue in the near term. Jennille Smith affirmed that CVFiber is retaining legal counsel for Human Resources.

Present:

Governing Committee Delegates:

Allen Gilbert (Worcester), Siobhan Perricone (Orange), Henry Amistadi (Duxbury), Jeremy Matt (Plainfield), Linda Gravell (Waterbury), John Morris (Marshfield), Chuck Burt (Moretown), Tom Fisher (East Montpelier), Ray Pelletier (Northfield), David Healy (Calais), David Lawrence (Middlesex), R.D. Eno (Cabot)

Alternate delegates:

David Mannix (Marshfield)

Others Present:

Jennille Smith (Executive Director), Laurie-Beth Putnam (Treasurer), Sybil Schlesinger (Note Taker), ORCA

Town Representation (12/21 towns represented)				
Barre City	Barre Town	Berlin	Cabot	Calais
Absent	Absent	Absent	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	Absent	Absent
Worcester				
Present				

Call to order: Board vice-chair, Siobhan Perricone, called the meeting to order at 6:19PM

Additions or changes to the agenda

- Siobhan Perricone noted that we are having trouble making quorum due to the storm so all action items were moved to the top of the agenda in case we lose quorum.
- Allen Gilbert noted that CVFiber’s distributed split design means that it is not designed to hang fiber on every utility pole and suggested a discussion of this item under construction updates.

Public Comments

- None

Meeting Minutes Approval

- MOTION (Jeremy Matt. Second R.D. Eno)
To approve the May 9, 2023 and June 13, 2023 meeting minutes as drafted with minor edits by Allen Gilbert.
 Passed unanimously. No discussion.

Communications Committee

- MOTION (Jeremy Matt, second David Healy)
To accept Chuck Burt’s election as Chair of the Communications Committee.
 Passed unanimously with Chuck Burt abstaining. No discussion.

GIS Services

- Jennille Smith said that David Healy has been doing a lot of the GIS work, but this is a heavy lift and important. Stone Environmental is well positioned to do this work.

- MOTION (Ray Pelletier, second Jeremy Matt)

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,

Whereas on 6 July the Executive Committee voted to recommend that the Governing Board approve a sole source contract with Stone Environmental,

It is moved that the Governing Board 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.

Passed unanimously with David Healy abstaining. No discussion.

- Allen Gilbert noted that David Healy is a former Stone employee and David has indicated that he is not aware of a conflict of interest.

Authority to Sign

- Ray Pelletier noted that time-sensitive authorizations are needed, so the Executive Committee has requested the following motion be passed.

- 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;

Whereas on 6 July the Executive Committee voted to recommend that the Governing Board grant authority as described in the motion,

It is moved that 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.

Personnel Policy

- MOTION (Ray Pelletier, second Jeremy Matt)

Whereas CVFiber has progressed to the state where it will be providing broadband services within the District in the next month, and

Whereas CVFiber has recruited and retained professionals to manage and operate its business in a professional manner, and

Whereas CVFiber needs to adopt policies within which the Governing Board and these professionals can function, and

Whereas the Executive Committee is recommending the Governing Board adopt Personnel Policies proposed by the Policy Committee, subject to further legal review,

It is moved that the Governing Board approve the Personnel Policy proposed by the Policy Committee (as amended), subject to legal review. Passed unanimously. No discussion.

- Allen Gilbert wanted to make it very clear that he added additional text that was not reviewed by the Executive Committee. He reviewed those changes in detail. Those changes are in yellow in the document that was provided to the Governing Board.
- There followed additional discussion regarding how to proceed with the amendments proposed by Allen Gilbert.
- MOTION (Allen Gilbert, second David Healy) to add the passages in yellow highlight.

Passed unanimously. No discussion.

Treasurer's Report

- Laurie Beth Putnam reported that she sent our year to date, June and July's financial reports, but all are preliminary at this point.

Financial and Grant Support Update

- Jennille Smith reported that we met with NRTC about grant readiness to apply for the Reconnect federal loan/grant this fall. We also met with the Vermont Economic Development Authority (VEDA) for a gap loan of up to about \$5 million. We are also working with PFM to go to the bond market. The BEAD funding has been allocated to Vermont, but this grant is competitive and probably won't arrive until early 2025.
- Linda Gravell noted that the more revenue CVFiber brings in, the less debt we need to incur. She asked that all delegates volunteer to be at the events to encourage residents to sign up.

Construction Update and Outlook

- Jennille Smith reported that CVFiber's distributive split design means that we do not put connection boxes on every single pole, so when drops are calculated, the distance to the pole may not literally be the nearest pole. Changes have been made to the website to make this fact very clear.
- Jennille Smith also reported 12 crews in the field, which are now actively constructing in four DAs.

- Allen Gilbert noted that our network design does not go to all poles because the technology can support drops of up to 2500 feet in length. This means that some people might have very long and therefore expensive drops. Allen Gilbert noted that asking people to pay thousands of dollars for installs is a huge public relations nightmare and that we need to address this. R.D. Eno and John Morris noted that this was the first they had heard of this issue and expressed their concern. David Healy noted that this was a function of the type of network design we selected, but we were not aware that this was a consequence. There followed extensive discussion on this issue. Chuck Burt suggested that we need additional information to resolve this issue. There was general agreement that more information is necessary to make an informed and equitable decision. Jennille Smith will obtain additional information from NRTC necessary to make an informed decision regarding how to proceed.

Marketing Services and Community Relations Manager Update

- Jennille Smith reported said that we are in the process of hiring a community relations manager and are interviewing four candidates. We hope by next month to be able to recommend a candidate.
- Linda Gravell said, in regards to marketing, that CVFiber has sent out three sets of postcards. We also plan to attend the Barre Festival. David Healy is hosting two workshops on July 18th and 27th for the towns where we are currently building. The postcards included these workshops. The first set of postcards depends on Lucas Stubbs saying the trucks are in the area.
- Jennille Smith said that we need to work with the delegates from the first five towns where we are lighting, so she invited these delegates to a meeting tomorrow morning, and she also offered a “what you need to know” training which is recorded. We would like to have the delegates involved in events. We need to have our messaging straight. Linda Gravell reminded delegates to use the messaging being put out by the task force.

Website & Marketing Update and Outlook

- David Healy asked if he is pre-registered, could he not then sign up for service? Jennille Smith noted that this is a problem with CrowdFiber. Chuck Burt said it was unfair to CrowdFiber to call this their bug. CrowdFiber is working on this, but Chuck Burt noted that he thinks he can make a quick change to make this easier.

Management Consultant and Legal Counsel Engagement

- Jennille Smith affirmed that CVFiber is retaining legal counsel for Human Resources, and as the Executive Committee has approved this, no action is needed.

The Chair adjourned the meeting at 7:41 PM.

Respectfully Submitted,
Jeremy Matt, Clerk