



CVFIBER GOVERNING BOARD MEETING MINUTES

Virtually on MS Teams
August 8, 2023

Minutes Short Summary

The Governing Board approved the July 11, 2023 Governing Board Meeting Minutes. Laurie Beth Putnam reported that there are no final reconciliations for the financials for the treasurer's report at this time, but this should be available by the end of the week. The Governing Board accepted the 2022 CVFiber Audit. Ray Pelletier reported that CVFiber is following up on funding through BEAD, ReConnect5, as well as bonds, loans and promissory notes. Jennille Smith reported that as of last week, CVFiber has 72 miles of strand and 50 of fiber, and has passed 719 residences. CVFiber has worked with Waitsfield Telecom to ensure that the majority of customers pay \$99 per installation. CVFiber is in the process of hiring a Community Relations Manager. Marketing postcards and emails have gone out and there have been two informational events in Calais. The Governing Board approved the hiring of a developer or developers with experience including CrowdFiber, CSS and HTML. The approved initial budget was up to \$10,000, and thereafter such additional budget as the Executive Committee shall authorize. The Governing Board appointed Ray Pelletier as the alternative delegate to VCUDA to replace David Healy. The Governing Board approved the Delegate Participation Rule with revisions suggested by Allen Gilbert (as amended). The Governing Board approved the hiring group's choice of Community Relations Manager candidate and approved that the Executive Director move forward with the issuance of an offer letter and, subject to reference and background checks and agreement on terms of employment, that CVFiber enter into an employer relationship with this candidate.

Present:

Governing Committee Delegates:

Allen Gilbert (Worcester), Siobhan Perricone (Orange), 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), Jerry Diamantides (Berlin), Mike Milo (Barre Town), Amanda Gustin (Barre City)

Alternate delegates:

David Mannix (Marshfield), Jon Hosford (Plainfield – Alternate), David Wendt (Duxbury – Alternate), Seth O'Brien (Cabot – Alternate)

Others Present:

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

Town Representation (15/21 towns represented)				
Barre City	Barre Town	Berlin	Cabot	Calais
Present	Present	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
Absent	Present	Absent	Absent	Absent
Worcester				
Present				

Call to order: Board chair, Jerry Diamantides, called the meeting to order at 6:01PM

Additions or changes to the agenda

- None

Public Comments

- None

Meeting Minutes Approval

- MOTION (Jeremy Matt. Second R.D. Eno)
To approve the July 11, 2023 meeting minutes as drafted with minor grammatical edits.
 Passed unanimously. No discussion.

Treasurer’s Report

- Laurie Beth Putnam reported that there are no final reconciliations for the financials for the treasurer’s report at this time, but this should be available by the end of the week.

Audit Finalization

- Jerry Diamantides reported that the audit needs to be finalized by the Governing board approving the letter accepting the findings of the audit. This motion will close out the audit.
- Allen Gilbert explained that the Board will approve the management letter that goes with the audit, which is formally known as the financial report or a “single audit.”

MOTION (Jerry Diamantides, Second Jeremy Matt)

Whereas Nathan Wechsler has completed the audit of CVFiber for 2022,

Whereas CVFiber is required to obtain Governing Board approval of the 2022 Audit, It is moved that the Governing Board accept the 2022 CVFiber Audit.
Passed unanimously.

Abstained: David Mannix

Financial and Grant Support Update

- Discussion: Ray Pelletier reported CVFiber is spending the ARPA funds for this year. We are earmarking some of these funds for 2024 expenses because we know there will be a funding gap (the State will likely not be providing additional grant funds before Q1 of 2025). There will be a competition for BEAD funding and the VCCB will award these funds. In the interim, CVFiber has retained NRTC to help us through the ReConnect5 application. This will come out in September, and we hope to qualify for one or more projects. We are also working with a financial consulting firm (PFM) to obtain loans. They are developing a financial model for us to provide to banks. Ray Pelletier would like to go for \$10 million, but he isn't sure that CVFiber will qualify at this point. We hope that in Q4 of 2023, we obtain funding for 2024. For ReConnect5, we expect there will be fewer project areas and these project areas will look nothing like our current DAs. NRTC is helping us define the project, and also helping us locate an entity to write this grant.
- David Wendt asked if CVFiber was looking only at bank loans but also a bond issue. Ray Pelletier said that all options are on the table. ECFiber raised \$7 million in promissory notes, which they have paid back in full, so this could be an option too.

Construction Update and Outlook

- Jennille Smith reported that despite the flooding the Eustis crews are still working. We are actively constructing in four areas. As of last week, we have 72 miles of strand and 50 of fiber and we have passed 719 residences. We have confirmed our meet point with Velco. We expect to be able to power up CL01 and CL02 soon.
- Jennille Smith said we are also working with friendlies to test our network to ensure the fiber and the CrowdFiber database work. They are also testing the billing system through Waitsfield.
- David Healy also wants everyone to know that the maps for construction are updated every Friday. Jennille Smith added that a potential subscriber can see what distribution area s/he is in and if the area is under construction.

Installations and Drops Guidelines

- Jerry Diamantides reported that there are two components to connecting a subscriber. There is the connection to the MST and then to the house. CVFiber pays Waitsfield to do the installation. The longer connection is paid by CVFiber and the shorter by the customer at \$99 for 400 feet or less and a per foot charge for longer than 400 feet. Out of our first 30 subscribers, only two had to pay additional cost. Most subscribers are actually less than 200 feet.
- Allen Gilbert asked where the 30 hook ups are. David Healy said these are all in CL01 and there is a variety, some are closer together and others that are "in the woods." Ray

Pelletier noted at this point 25% needed conduit. If someone has existing conduit, they do not have to pay for conduit. The fiber is covered but the conduit is not. Waitsfield always pulls the fiber, as they are totally responsible.

- Jeremy Matt asked if CVFiber would suggest contractors for conduit. Jennille Smith said that CVFiber has vetted conduit installers, including digging the trenches, which customers can choose to use.
- Jeremy Matt welcomed a new delegate, Amanda Gustin from Barre.
- Siobhan Perricone asked if the clerks are informing CVFiber about new members and Jeremy Matt responded that he needs to contact the Towns to ensure CVFiber is informed.

Website & Marketing Update and Outlook

- Jennille Smith reported that CrowdFiber is the platform we use to subscribe customers. We are subscribing people successfully, but there are still a few glitches. We are also preparing to hire a Community Relations Manager. We have sent out postcards to potential customers to sign up and emails on MailChimp to encourage potential customers to request a survey.

Website Support Contractor Engagement

- Jennille Smith reported that CrowdFiber is a sensitive platform, and we need to iron out some issues. This is an extremely important part of the subscription process. We have had contractors working on this, but we do need additional support.
- Tom Fisher noted that he signed up several weeks ago but has not yet been contacted. Jennille Smith said that Waitsfield is collecting the need for surveys so that they can group them and do several at once. The wait has been two weeks or less.
- Ray Pelletier noted that there is an initial phase in which the time period is flexible, but Waitsfield has the incentive to sign people up because that is when they get paid. Waitsfield has done 200 surveys but not everyone takes service, so Waitsfield doesn't get paid. Linda Gravell noted that only when the customer chooses a package will Waitsfield do a survey to determine the final installation cost.
- Tom Fisher suggested a friendly email to customers who have signed up but not heard from Waitsfield so they know they are being processed.
- David Healy noted that the two workshops in Calais did increase subscribers, and the workshop is now available on the website. Waitsfield attended the second event and provided a lot more additional information.
- Ray Pelletier noted that postcards also increased subscribers, which Linda Gravell confirmed.

MOTION (Ray Pelletier, Second Siobhan Perricone)

Whereas CVFiber is utilizing CrowdFiber as its subscriber database and is getting ready to launch services, and

Whereas it is critical to improve the user experience in order to manage subscriber intakes, and provide related essential technical support as needed to launch services, and

Whereas time is of the essence in commencing this work,

It is moved that the Governing Board approve the hiring of a developer or developers with experience, including CrowdFiber, CSS and HTML, and an initial budget of up to \$10,000, and thereafter such additional budget as the Executive Committee shall authorize (as amended).

Passed unanimously. Discussion:

- Chuck Burt suggested a friendly amendment to “improve the user experience” not improve the CrowdFiber database, because we cannot touch their database.
- David Mannix asked if the \$10K is in addition to the marketing budget. Ray Pelletier said that this is an operations expense, not a marketing expense.

VCUDA Alternate Delegate Appointment

- David Healy said that he has been the alternate delegate to VCUDA and Jennille Smith is the delegate. David Healy would like to pass this to Ray Pelletier to be the alternative VCUDA delegate.

MOTION (David Healy, Second Chuck Burt)

To appoint Ray Pelletier as the alternative delegate to VDCUA to replace David Healy.

Passed unanimously.

CVFiber Delegate Participation Rule

- Allen Gilbert explained that the Participation Rule was discussed at the August 2022 Policy Committee meeting to ensure that community representatives were attending meetings, and if they were not, the Town would be informed to request a replacement. The Policy Committee made revisions in September and the policy was passed back to the Executive Committee in late September/October, and they approved the rule, and requested it be put on the November Governing Board meeting. As construction began in December, so attention was necessarily focused elsewhere, this rule did not make it on the agenda. As it is still on the Governing Board, we have to first vote to table it. We can then approve the revised rule.

MOTION (Allen Gilbert, Second Jeremy Matt)

Moved that the Governing Board take the Delegate Participation Rule (aka, Community Representative Participation Rule) off the table, and that the proposed rule be adopted with non-substantial revisions suggested during the rather-long (one-year) committee review process. Passed unanimously.

Discussion: Allen Gilbert noted that the changes are not substantial and he reviewed them to clarify this point.

MOTION (Allen Gilbert, Second Linda Gravell)

To approve the Delegate Participation Rule with revisions suggested by Allen Gilbert (as amended).

Passed unanimously.

Community Relations Manager

- Jennille Smith reported that the Community Relations Manager will be a full-time CVFiber employee, supervised by Jennille Smith. This person will be implementing the CVFiber marketing plan. We created a hiring group to review resumes. Jennille Smith telephoned six. The group zoomed with four. We selected a finalist and a second. We brought these to the Communications Committee, which approved the choices and then the Executive Committee also approved the recommendation to hire the top candidate. The Governing Board is the hiring entity.
- Jeremy Matt asked if this was a unanimous recommendation from the hiring committee, and it was, and also the Communications Committee and the Executive Committee.

MOTION (Chuck Burt, Second Linda Gravell)

Whereas CVFiber is in need of a full-time Community Relations Manager to develop and implement a marketing plan and communications strategies with the public including potential subscribers; and

Whereas CVFiber published a job description Community Relations Manager to Indeed and LinkedIn and on the CVFiber website; and

Whereas several applications were received and vetted, and qualified local candidates were reviewed by a hiring group put together by the Executive Director; and

Whereas candidates were telephone screened, and four candidates were ultimately interviewed by the hiring group, and two candidates were chosen as primary and secondary; and

Whereas the Communications Committee and Executive Committee both passed motions to approve the hiring group's top choice candidate subject to Governing Board approval;

It is moved that the Governing Board approve the hiring group's choice of Community Relations Manager candidate and approves that the Executive Director move forward with the issuance of an offer letter and subject to reference and background checks and agreement on terms of employment, that CVFiber enter into an employer relationship with this candidate.

Passed Unanimously.

The Chair adjourned the meeting at 7:16PM.

Respectfully Submitted,

Jeremy Matt, Clerk