



## CVFIBER EXECUTIVE COMMITTEE MEETING MINUTES

Virtually on MS Teams

September 19, 2023

### **Minutes Short Summary**

The Executive Committee approved the minutes of the June 20, July 4, July 18 and August 1, 2023 minutes. Ray Pelletier had no treasurer's report at this time. Jennille Smith reported that CVFiber has built out CL01, CL02 and much of RS01 and RS02, and has over 1,000 passings as of this week. She reported that Warehousing is in good shape with steps being taken to winterize, and she reported that CVFiber now has over 200 subscribers. Linda Gravell reported continued work on the website including a homepage update and the inclusion of a payment hub, both still to be finalized. Ray Pelletier reviewed the elements of completing the first 2024 budget, which will go to the Towns before the final budget is approved in December. There was no action on the HR Policy. The Executive Committee unanimously authorized the formation of a working group that will, under the advice of counsel, evaluate potential HR actions and make further recommendations, if any, to the Executive Committee.

### **Executive Committee Delegates:**

#### **Present:**

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

#### **Absent:**

Siobhan Perricone (Orange)

**Others Present:** Jennille Smith (Executive Director), David Lawrence (Middlesex), Linda Gravell (Waterbury)

**Call to order:** Jerry Diamantides called the meeting to order at 5:02pm.

### **Additions to the agenda:**

- None.

### **Public comment**

- None

### **Prior Meeting Minutes**

- Jeremy Matt reported that the previous meeting minutes are not available (NOTE: the DRAFT minutes had gotten lost in Jeremy's email inbox).
- MOTION (Jeremy Matt second Allen Gilbert) To approve the June 20, 2023, July 5, 2023, July 18, 2023, and August 1, 2023 meeting minutes as drafted and to approve the August 15, 2023 meeting minutes with minor grammatical corrections by Allen Gilbert. No discussion. Passed unanimously (Chuck Burt abstaining).

### **Treasurer's Report**

- Ray Pelletier did not have an updated report.

### **Construction Update and Outlook**

- Jennille Smith reported incredible progress since September 6, 2022. CVFiber has built out CL01, CL02 and much of RS01 and RS02. We have six friendlies and we now have the Calais Town Hall and Offices online. Congratulations to all of us! We have over 1,000 passings as of this week. We are currently focusing on gig work, which is everything needed to close out an area, and testing is continuing in the field.

### **Materials and Warehousing**

- Jennille Smith reported most needed materials are on hand. Warehousing is in good shape with steps being taking for winterizing, as well as getting additional flood insurance. Photos are being taken to show that the recent flooding did not damage our materials.

### **Operations Update and Outlook**

- Jennille Smith reported we are working closely with Waitsfield, with conversations around operations. We have received our first payment into our bank account. We are working with the financial end of being a service provider, as well as the marketing end. We now have over 200 subscribers, which is an excellent take rate.
- Jerry Diamantides noted that Lucas Stubbs and Olivia Kantyka are absent this evening.
- Linda Gravell said that we have real dates to go live from Waitsfield said October 2 for CL01, October 6 for CL01, for RS01 December 5 and for RS02 November 29<sup>th</sup>. Our messaging is not this specific.
- Jennille Smith noted that our ARPU was estimated at \$92 rate per user and we are closer to \$98 or \$99 at this point, so we are much higher than anticipated. This is a national trend, as most people want more speed.

### **Marketing Update & Outlook**

- Linda Gravell reported on website changes, which include adding a hub so customers can pay by credit card. We also have a great new home page, which will bring installation clarity for our potential customers. We hope to review these at tomorrow's meeting.
- Chuck Burt noted he, the developing contract group and CrowdFiber are all working to resolve slowdown issues on the website.

### **2024 Budget Update**

- Ray Pelletier reported that there will be budget reviews at another Finance Committee Meeting and Executive Committee meeting, and this initial budget will go to the Towns.

Changes will be made before the final budget is approved in December. We are continuing to tweak our expenses, for example, the costs of winterizing the warehouse. All the elements within the expenses are becoming clearer, but we need to know our budget for 2024. We know we have \$7.5 million in the bank, so we need to know our burn rate for the rest of the year and our outstanding obligations; for example, our contract with Eustis is going to cost \$5 million to do five DAs. There may also be materials obligations and Town ARPA obligations. We have a guesstimate of our burn rates. The VCCB expects to provide the match for the \$833,000 in November. We also know we have yet to receive the \$6 million which has been authorized with strings, but we expect to meet these requirements. We will continue to work with PFM to get our construction loan, and we are hoping for additional ARPA funds. BEAD money is not expected until the summer of 2025. Another possible source of funding was set aside for digital equity, and Vermont will get \$5 million/year for four years. This could be available as early as 2024.

- Jennille Smith noted that there is a lot of unpredictability in the digital equity funding. Some could be for CUDs generally but some might be focused on specific populations, such as the formerly incarcerated and/or foster children. The money might be available for actual hook ups.
- Ray Pelletier noted \$900,000 in revenue from Calais and Marshfield, and if we could construct Plainfield, this could grow to a million.
- Jerry Diamantides said that this is CVFiber's fifth budget, and this is by far the most informed, and next year's will be even more informed. We are on the right path.
- Jennille Smith noted that the big difference is that CVFiber is now operational.
- Ray Pelletier noted that there will also be a new budget line for debt service.

### HR Policy

- Allen Gilbert reported that in July a Human Resource Policy was adopted, also known as the Personnel Policy. Legal counsel provided comments, which transformed our 14-page document into a 34-page document with 11 new sections. The Policy Committee had to review these suggested changes. The goal of the committee is to have the revised policy to the Executive Committee on October 3<sup>rd</sup>. We would also like to have this on the agenda for the October Governing Board meeting. For the most part, the changes made by legal counsel are appropriate, for example, adding processes.
- Jerry Diamantides and Allen Gilbert confirmed that there would be no action on the policy at today's meeting.

### HR Working Group

- MOTION (Jerry Diamantides, second Jeremy Matt)  
*Move that we enter executive session* to consider potential Human Resource actions in accordance with 1 V.S.A. § 313(a)(3), and that CVFiber delegates and staff are invited as they have information that is needed in accordance with 1 V.S.A. § 313(b).  
Passed Unanimously.
  - Enter: 5:36
  - Exit: 5:39
- Discussion:

- Ray Pelletier asked how the working group would be formed. Jerry responded that Jennille Smith will be forming the group with advice from Counsel and that Counsel will be present during meetings of the working group.
- David Healy asked if we know how much this will cost and how much we've spent so far. Jerry said he doesn't know how much the total cost will be. Jennille Smith said that that we've spent around \$3,000 so far.
- Jeremy Matt asked who the members of the working group would be. Jennille Smith said that we're looking to keep this to internal people.
- Chuck Burt asked about the timeline for the working group. Jennille Smith said that she hopes it to be wrapped up in a month or so.
- MOTION (Jerry Diamantides, Second Chuck Burt)  
*Move that the Executive Committee authorize the formation of a working group that will, under the advice of counsel, evaluate potential HR actions and make further recommendations, if any, to the Executive Committee.*  
Passed unanimously.

#### **Change of Name of the Planning and Operations Committee**

- David Healy reported that the name of the committee has been changed to "Operations" and is now meeting officially on the Thursday after the Governing Board meeting.
- Chuck Burt noted that to date we have gone through the procedure of going through Board approval for such changes, so he asked if David Healy will bring these changes to the Board, and David confirmed this.

#### **Adjourn at 5:42pm**

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

Respectfully submitted,  
Jeremy Matt, Clerk