



## CVFIBER GOVERNING BOARD MEETING MINUTES

Virtually on MS Teams  
January 9, 2024

### **Minutes Short Summary**

John Reid is replacing Michael Gray as the Woodbury delegate. The Governing Board approved the minutes for the December 12, 2023 Governing Board meeting. Laurie Beth Putnam reviewed the Treasurer's Report for November. Jennille Smith reported that CVFiber built over 200 miles and has 59 customers with 14 in the installation queue. Jennille Smith noted that the warehouse is opened two days/week and this is working out. Jennille Smith said that the initial take rate expectation was 42% after three years, but we already have a 39% take rate in Calais 01 and a 34% in Calais 02. Olivia Kantyka reported plans to send the next CVFiber update to the entire email list in April as we expect to be in a good place in CL01 and 02, as well as RS01 and 02. Two events that feature CVFiber include the January 13 Duxbury Have Your Say Day and the January 31<sup>st</sup> Legislation Day. Olivia Kantyka again requested all delegates to fill out and return the delegate survey that gives her valuable information on the resources available to CVFiber. The Funding Update focused on the positive responses to the loan RFP, that Vermont has now been allocated \$229 million in BEAD funding, and that CVFiber is already gearing up for this application although the VCCB is still in the process of determining the final criteria. The Governing Board unanimously approved execution of the SOW with the preferred candidate, Batchelder & Associates for the Finance Manager position. An in-person training for managers and leadership is being set up in Barre for late January or early February and an on-line training which will be recorded for all CVFiber personnel, including delegates, is planned for late February/early March. The Governing Board unanimously approved the adoption of the revised CVFiber Personnel Policy. Siobhan Perricone was elected Chair of the Governing Board and Tom Fisher the Vice Chair as Jerry Diamantides resigned.

### **Present:**

#### **Governing Board Delegates:**

Allen Gilbert (Worcester), Siobhan Perricone (Orange), Jeremy Matt (Plainfield), David Healy (Calais), Jerry Diamantides (Berlin), Henry Amistadi (Duxbury), Tom Fisher (East Montpelier), Chuck Burt (Moretown), John Morris (Marshfield), Michael Gray (Woodbury), Ted Barnett (Williamstown), David Lawrence (Middlesex), Linda Gravel (Waterbury), R.D. Eno (Cabot)

**Alternate delegates:** David Mannix (Marshfield), Jon Hosford (Plainfield), Jeremy Hansen (Berlin), David Wendt (Duxbury), John Reid (Woodbury)

### **Others Present:**

Jennille Smith (Executive Director), Olivia Kantyka (Community Relations Manager), Lucas Stubbs (Operations Manager), Laurie Beth Putnam (Treasurer), ORCA, and George Silowash

<b>Town Representation on 1-9-2024 (14/21 towns represented)</b>				
Barre City	Barre Town	Berlin	Cabot	Calais
Absent	Absent	Present	Present	Present
Duxbury	East Montpelier	Elmore (left)	Marshfield	Middlesex
Present	Present	Absent	Present	Present
Montpelier	Moretown	Northfield	Orange	Plainfield
Absent	Present	Absent	Present	Present
Roxbury	Waterbury	Washington	Williamstown	Woodbury
Absent	Present	Absent	Present	Present
Worcester				
Present				

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

**Additions or changes to the agenda**

- David Healy noted that preparation is required to apply for BEAD funding.
- Michael Gray will become the alternate for Woodbury and John Reid will be the new Woodbury delegate; this will be official at the next Woodbury Town meeting.

**Public Comments**

- None.

**Meeting Minutes Approval**

- MOTION (Jeremy Matt, second Siobhan Perricone)  
*To approve the minutes for the meeting of December 12, 2023 as drafted.*  
 Passed unanimously. No discussion.

**Treasurer’s Report**

- Laurie Beth Putnam reviewed the Treasurer’s Report for November. This includes a profit/loss for November alone and then a comparison to other months. There is a profit and loss by class as well. An attached sheet lists expenses by vendor for November.
- Jerry Diamantides asked if presenting expenditures against the budget would be available for review by February or March. David Mannix reported great progress on loading the 2024 plan into QuickBooks so January’s results will be available in February. At that meeting, the Finance Committee will also share the 2024 plan.
- Linda Gravell asked Laurie Beth Putnam if the Report could be shared. She emailed it to everyone, but she will also automatically put these on the share drive.

- David Healy asked if there would also be a comparison with the 2023 numbers. David Mannix said this could be done. Laurie Beth Putnam noted that the information is not available for 2022. She will be able to do this for the next year.

### **Construction Update and Outlook**

- Jennille Smith reported that CVFiber built over 200 miles and CVFiber has 59 customers with 14 in the queue. We have limited make ready so we are down a few crews, but as funding becomes available for Marshfield, we will pick up again.
- Lucas Stubbs noted that we placed 115 miles of fiber and we have passed nearly 1600 service points.
- David Healy asked when RS01 would be opened. Lucas Stubbs said all tests are done, so we are waiting for NRTC to get Waitsfield the information needed. RS01 could be lit any day.
- Lucas Stubbs also reported that the back up generator did not happen as planned on Monday, but is tentatively scheduled for next Tuesday.

### **Materials & Warehousing Update & Outlook**

- Jennille Smith noted that the warehouse is opened two days/week and this is working out. The focus now is to get RS01 and 02 lit and installations completed.
- There are a few materials we need to order. For the most part we have 400 miles of materials ready excepting those that we necessarily learn about in the field.
- Lucas Stubbs responded that CVFiber has everything needed for Marshfield to David Healy's question.
- David Mannix asked if all payments have gone out. Jennille Smith reported no outstanding materials bills for 2023. Lucas Stubbs reported that the anchors were delivered and accounted for in December.
- Jerry Diamantides did note a considerable lag in construction invoices, but we keep a tally of work that has been performed but not yet billed. Jennille Smith added that this is the largest outstanding obligation for 2023.

### **Operations Update & Outlook**

- Lucas Stubbs reported that CVFiber is on the verge of lighting up the cabinets for the RS01 and 02 DAs, which means more installations. CVFiber has 64 lit customers. These numbers are going up quickly and keep growing. Jennille Smith added that there are two new drop crews.
- Jennille Smith that the initial take rate expectation was 42% after three years, but we already have a 39% take rate in Calais 01 and a 34% in Calais 02.

### **Marketing Update and Outlook**

- Siobhan Perricore asked if there would be an event for lighting up RS01 and 02. Olivia Kantyka noted an event in Duxbury and a press release ready to go, but both are focused on brand awareness. As soon as the waitlist for CL01 and 02 diminishes, she will move on to an event for RS 01 and 02. We are intentionally staggering at this point.

- Olivia Kantyka said the year-to-date update in December had good response. She plans to send the next update to the entire email list in April as we expect to be in a good place in CL01 and 02 as well as RS01 and 02.
- Olivia Kantyka reported that it seems to take three tries to initiate and schedule installations. We are considering a fourth follow up with an email.
- CVFiber is recruiting Board replacements. Please send anyone interested to us.
- Duxbury's Have Your Say Day is scheduled for Saturday, January 13<sup>th</sup>, 9am-noon. CVFiber will be there with Henry Amistadi. We have a map to show all the Duxbury areas that will be served by CVFiber.
- Legislation Day is January 31<sup>st</sup> in conjunction with VCUDA. We are aggregating testimonials. We hope this event will spread awareness and highlight CVFiber's impact, along with our sister CUDs.
- R. D. Eno asked if CVFiber has legislative priorities. Jennille Smith noted that the budget adjustment act returns \$20million to broadband that was reallocated to flood relief in the summer. We have support for this, and it does look like it will be reallocated. We are also working on aligning our interests with other hot button issues such as housing, which should include high speed internet. In addition, we are also looking at ways to address affordability to create, for example, a state version of the federal ACP program.
- R. D. Eno asked if when he meets with his legislator, is there anything he should highlight? Jennille Smith asked him to support the reallocation. The CUD model is working so please also emphasize the progress you have seen.
- Allen Gilbert noted an article in the Washington Post this week that the FCC Commissioner is arguing that the ACP program needs to be readopted. Jennille Smith noted this program sunsets this summer, which is why we want Vermont to take a stand on affordability.

### **Delegate Survey**

- Olivia Kantyka noted that the delegate survey helps to inform her about the resources available to CVFiber so she requested again that all delegates fill out and return the survey.

### **Funding Update**

- Jerry Diamantides reported that CVFiber met with the VCCB and that Jennille Smith made an excellent case that the CUD model is effective and that CVFiber is effective. Nevertheless, costs have escalated and there are not enough funds in our grant to connect all the addresses in our original 2021 grant application. The VCCB now understands this issue. We will return in February with the intention not to lose our residual 10% completion payment. This is currently not decided but we have built it into our planning and we are not surprised.
- The second update is that today is the closure date for our RFP for loans. We have two solid responses to date. BEAD is still not fully formed, and funds are not expected until 2025.

- Jennille Smith added that the BEAD funding has been allocated to Vermont for \$229 million. Vermont now has to assign the sub-recipients. There is a 25% match requirement in built assets or other. This is a highly competitive process with an accessibility and affordability aspect. We have already started some of this work, but there is a lot of work remaining.
- Siobhan Perricone asked if we know the value of the current built asset. Jerry Diamantides noted that we have a combination of assets and in kind services for the match, which we are tracking. BEAD is open to all, not just CUDs. Commercial carriers can also compete.
- Jeremy Hansen asked who in the state makes this decision. Jennille Smith said that the VCCB is putting together the criteria, but they also have to be careful not to favor the CUD model. The criteria will be evaluated at the federal level.
- Tom Fisher asked about ARDOF funds, which Starlinks had revoked. Could these funds be reallocated? Jerry Diamantides noted that the ARPA money we are spending now ignores ARDOF. We got there first. BEAD funding cannot be spent in an ARDOF area, which is problematic for CUDs. There are multiple layers of criteria that CVFiber must meet.
- Linda Gravell asked if CVFiber has a specialist to assist with these grant requirements. Jerry Diamantides noted that we went through a competitive process for ReConnect, so we have a branch of NRTC that could be activated as well as PFM and VCUDA, and VCCB is also trying to be a clearinghouse. Jennille Smith also noted that VCUDA has hired a person to assist CVFiber and other CUDs with this process.

### **Finance Manager Contract**

- Jerry Diamantides noted that the Finance Manager is the professional third leg that CVFiber needs. The Finance Committee and a working group have been working to hire for this position. The Executive Committee recommended approval.
- MOTION (Jerry Diamantides, second Jeremy Matt)  
*Whereas CVFiber's 2024 budget includes funding for the Finance Manager position, CVFiber advertised the position and received numerous inquiries, and*  
*Whereas CVFiber authorized a working group to review and evaluate applicants, and the working group has selected a preferred candidate that will provide the necessary services within the budget allocation,*  
*Whereas the Executive Committee approved the motion to recommend to the Governing Board to execute a Scope of Work with the preferred candidate Batchelder & Associates,*  
***Therefore, I move that the Governing Board execute the SOW with the preferred candidate, Batchelder & Associates.***  
 Passed unanimously. No discussion.

### **HR Delegate Training**

- Jennille Smith noted that the Governing Board adopted the recommendations of the HR group to provide HR training to the whole Board and also to managers and leadership. We are looking at two different trainings, one an in-person training for leadership in Barre, including creative ways to run meetings and how to deal with bullying and

harassment complaints. The second on-line 45 minutes to an hour on-line training, which will be recorded will be for all delegates and staff. Within that training, we will include CVFiber specific delegate training. This may expand the length of the training. The target date is the end of February/end of March.

### **Revised Personnel Policy**

- Allen Gilbert sent out annotated copies of the July 2023 approved policy and the current revisions, assisted by legal counsel and Jennille Smith. Legal counsel urged most changes. Two sections have already been approved.
- David Mannix asked when documentation of training would take place. Allen Gilbert said this is operational rather than policy.
- Chuck Burt noted that at the Executive Committee discussed no parental leave, but financially CVFiber cannot yet afford this. Jennille Smith noted that a pro-family policy is important so she reached out to their insurer for quotes on the inclusion of long- and short-term disability that might cover this. This information is not yet available.
- **MOTION** (Allen Gilbert, second Siobhan Perricone)

*Move that the Governing Board approve adoption of the revised CVFiber Personnel Policy.*  
Passed unanimously. No discussion.

### **Officer Election**

- Jerry Diamantides indicated that he would like to step down from the board and that there are two interested candidates. He asked for procedural guidance from Jeremy Hansen and Allen Gilbert. There followed discussion regarding procedural matters. The consensus was that Jerry would need to step down as Chair before elections for the new Chair could be held and that the election would be held by secret ballot.
- Henry Amistadi noted that it seems we may not be ready to vote and asked if we should delay until the next meeting so more board members could be present. Jerry responded that he had indicated to the Board that he would like to step down and that this was a warned agenda item.
- Linda Gravell and Siobhan Perricone were nominated for the position of Chair and each provided a short summary of their qualifications.
- Chuck Burt sent a Google Survey with four options (vote for Linda, vote for Siobhan, abstain, or write-in) to the voting members present on the meeting. Of the 14 voting delegates, 8 voted for Siobhan, 5 voted for Linda, and one did not enter a name. There were no write-ins. Therefore, Siobhan was elected Chair.
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### **The Chair adjourned the meeting at 7:18PM.**

Respectfully Submitted,  
Jeremy Matt, Clerk