



## CVFIBER GOVERNING BOARD MEETING MINUTES

Virtually on MS Teams  
April 9, 2024

### **Minutes Short Summary**

The Governing Board delayed approval of the minutes for the March 12, 2024 Governing Board meeting. Bonne Batchelder reported that CVFiber's asset base is approximately \$19.7 million with no current liabilities. CVFiber is completing construction in CL02 and CL03 and now has 200 paid subscribers. The crews can now begin installing conduit. Olivia Kantyka has created a delegate web page for updates, on-boarding and training. The Governing Board unanimously moved to adopt both the new CVFiber Privacy Policy and the new line extension fee schedule. The Governing Board took no action on realigning authority within CVFiber's committees.

### **Present:**

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

Allen Gilbert (Worcester), Jerry Diamantides (Berlin), Tom Fisher (East Montpelier), Sybil Schlesinger (Moretown Alternate), John Morris (Marshfield), Ted Barnett (Williamstown), John Reid (Woodbury), David Mannix (Marshfield Alternate), David Healy (Calais), Siobhan Perricone (Orange), R. D. Eno (Cabot), Christopher Shenk (Waterbury)

**Alternate delegates:** Jeremy Hansen (Berlin Alternate), John Russell (Worcester Alternate),

#### **Others Present:**

Jennille Smith (Executive Director), Olivia Kantyka (Community Relations Manager), Lucas Stubbs (Operations Manager), Bonnie Batchelder (Financial Manager), ORCA

<b>Town Representation on 3-12-2024 (13/21 towns represented)</b>				
Barre City	Barre Town	Berlin	Cabot	Calais
<b>Present</b>	Absent	<b>Present</b>	Absent	<b>Present</b>
Duxbury	East Montpelier	Elmore (left)	Marshfield	Middlesex
<b>Present</b>	<b>Present</b>	Absent	<b>Present</b>	Absent
Montpelier	Moretown	Northfield	Orange	Plainfield
Absent	<b>Present</b>	Absent	<b>Present</b>	<b>Present</b>
Roxbury	Waterbury	Washington	Williamstown	Woodbury
Absent	<b>Present</b>	Absent	<b>Present</b>	<b>Present</b>
Worcester				
<b>Present</b>				

**Call to order:** Board Chair, Siobhan Perricone, called the meeting to order at 6:03PM

**Additions or changes to the agenda**

- Siobhan Perricone would like to talk about the May meeting, and also take the Treasurer’s Report first. No objections to these changes.
- May is the month CVFiber is required to elect officers at the Governing Board meeting.

**Public Comments**

- None.

**Treasurer’s Report**

- Bonnie Batchelder reported that CVFiber has \$3.8 million in cash and \$6.6 million in pre-paid costs which our inventory and make ready. We have \$9 million in construction in progress so our asset base is approximately \$19.7 million. We pay our bills weekly so our liabilities are zero. We are looking at approximately \$58,000 in subscriber revenue with \$44,000 in investment earnings. We have allocated \$863,000 from the town funds; we have spent about \$201,000 allocated to the towns where we are working. We are looking at completing RS01, RS02 and CL03. We should have enough funds for 2024. We are on track in terms of funding on hand and cash flow.
- David Healy asked if CVFiber got the \$863,000 from VCBB this week for the grant amendment for the town match. Jennille Smith said the agreement was signed, and Siobhan Perricone confirmed.
- Jerry Diamantides asked about the approximately \$431,000 that VCCB is holding in reserve for CVFiber. Jennille Smith said this request also went in. We followed past procedure so we expect this to be released. Jerry Diamantides suggested contacting Lucy Rogers who negotiated the original agreement. Bonnie Batchelder confirmed that she used the same language agreed to earlier to expedite the request.

### **Meeting Minutes Approval**

- The minutes for the March meeting were not shared in advance so approval was delayed to May.

### **Construction, Materials, Warehousing, Update and Outlook**

- Jennille Smith reported that CVFiber is finishing in CL03, and we still have two active crews. We are transitioning warehouse management to NEK Broadband in May. We are discussing both the Finale update and staffing.
- Lucas Stubbs reported that the last pocket of construction in CL02 should be completed shortly as this area has ten installations orders.

### **Operations Update and Outlook**

- Lucas Stubbs announced that CVFiber now has 200 paying customers. Installations are moving much faster.
- Jennille Smith confirmed that Waitsfield has stepped up. Thanks to Jeremy Hansen, we are informing customers in advance to be prepared for the drop process in response to customers wishing to know when crews will be on their property for the site visits. This is not standard industry practice, but as of last week, Waitsfield has started complied.
- Lucas Stubbs said that drops are not planned ahead, but there is a knock on the door. John Russell said that he personally knew of a customer who was not informed. Olivia Kantyka has been informed, and there has already been a follow up appointment.
- Jeremy Hansen asked if the backlog were cleared tomorrow, how many more customers would CVFiber have. David Healy said approximately 200.
- Tom Fisher noted that on eclipse day, he had a crew come up his driveway to do the conduit installation with no warning. Lucas Stubbs said he has not heard of this happening before.
- Jennille Smith noted that there are two operations. The first is the drop, which is generally not announced in advance but the second step, the installation, is announced.
- John Russell said that the same happened to him as to Tom Fisher. Even when they came to do the install, they showed up without an appointment. He is satisfied with the work, but he thinks there should be more communication.
- Lucas Stubbs said that Eustis does the drops and Waitsfield does the installations. He has not heard that Eustis was doing installations as John Russell described.
- Olivia Kantyka noted that CVFiber has site survey door knockers. She plans to have these door hangers updated to include whether the drop is aerial or conduit or if the customer has a choice.

### **Marketing Update and Outlook**

- Olivia Kantyka thanked John Reid for managing the event at Woodbury; CVFiber auctioned off a free installation, and John Reid shared the marketing materials. The event was successful.

- There is a new page on the website to freshen it up. There are now two downloadable assets, an optimization guide and a voice mail user guide. We are also developing customer specific Q&As as well, which is not the same as the Q&A for pre-registration.
- The crews can now begin to install conduit. NEK is doing a separate program to help customers who wish to install conduit on their own with contractors. Olivia Kantyka wants to learn if potential subscribers will decline service if they need to have conduit.
- Olivia Kantyka is working with Siobhan Perricone and Jennille Smith on quarterly updates with milestones, progress and events.

### **HR Update – Board Resource Hub**

- Olivia Kantyka has created a delegate web page for updates, on-boarding and training. This page should only be accessible by delegates.
- Siobhan Perricone reminded delegates that they must take the training, sign the confirmation, and return it to Jennille Smith.

### **Privacy Policy**

- Allen Gilbert noted that the new privacy policy is up for approval. We had a privacy policy overview in place, but we knew we would have to replace this with a full policy. We also knew that this would need to be coordinated with WCVT, and also NEK and Maple Broadband. What we have to approve is a new revised CVFiber policy. Our policy includes informing customers that they are also subject to the WCVT privacy policy.
- MOTION (Allen Gilbert, Second David Healy)

***Move that the Governing Board adopt*** the new CVFiber Privacy Policy.

Passed unanimously.

### **Drops and Line Extension Fee Schedule**

- Jennille Smith noted that the original schedule was to charge the customer \$1/foot for over 400 feet from the take-off pole to the house. This was confusing for customers. We also found that Waitsfield was not charging customers extra but only a flat fee regardless of the length of the drop. We decided to make our policy match what Waitsfield was actually doing.
- John Morris said he noted that the new fee schedule does not include conduit. Jennille Smith said that is correct because we do not yet have the data to determine these costs.
- MOTION (Tom Fisher, Second Christopher Shenk)

***Move that the Governing Board adopt*** the fee schedule as drafted.

Passed unanimously.

### **NEK/CVF Discussion – Executive Committee Authority**

- Jennille Smith noted that there has been a discussion about how CVFiber makes its decisions because the Executive Committee is more involved in CVFiber. For example, it might be more reasonable for the Executive Committee to have the power to approve a new privacy policy and fee schedule rather than needing to forward these to the

Governing Board for approval. However, because we are working on a potential joint CUD with NEK Broadband, we are not going to change the current decision structure for now. Sub-groups and a consultant are working on this process, and merger legislation is in the House and has passed the Senate to allow CUDs to position themselves to share resources more efficiently.

- Jerry Diamantides said the main driver for this has been the BEAD grant and the ability to compete. Why is the VCBB not the sole applicant for all the CUDs? Jennille Smith noted that the State has received an award to VCCB, but now the CUDs need to apply for these monies, as well as private companies.
- David Healy noted that BEAD is entirely different. The VCBB had to develop criteria for who should receive the funds the most effectively and efficiently. The VCBB is required to make these competitive. However, NEK Broadband has applied for a ReConnect loan and included 500 CVFiber addresses. They are one of the first to apply and this is a rolling grant, so this is hopeful.
- Jennille Smith noted that the VCBB cannot favor the CUDs because of the way the federal grant was written.
- Siobhan Perricone noted that there will be a Special Executive Committee meeting on Thursday to discuss the merger with NEK Broadband in place of the normally scheduled Operations Committee meeting.
- John Reid said that he does support moving more decision-making to the Executive Committee and staff. He believes decisions should be driven by the Board. He added that he thought that both the Privacy Policy and the Fee Schedule should be confirmed by the Board if only for public relations reasons.
- Allen Gilbert noted that the PUC has intervener status and sent comments to why they were opposed to what CCI and a possible takeover company might be doing. The PUC is not going to accept multiple opinions from the different CUDs, but instead the CUDs should have one opinion and one voice. However, NEK Broadband had an attorney put in a series of questions. Jennille Smith noted that CVFiber and ECFiber filed and couple of other CUDs filed a motion, VCUDA also filed an intervention motion, and NEK Broadband and a couple of other CUDs also filed a third motion. NEK's also included a discovery request. The three attorneys are now talking to see if we are in alignment with identical interests. We are not assuming that just because we are all CUDs, we have the same issues. Allen Gilbert noted that some CUDs might want to work with CCI and David Healy concurred.
- Allen Gilbert asked if there is a timeline for this process. Jennille Smith said we are all working together on this quickly and meeting this week.
- Tom Fisher noted that there has been an RFP for BEAD support. Jennille Smith said she sat on the core team, so this is the implementation of a study group to see what we need for long-term equity in Vermont, not just implementing the BEAD program. The VCBB plays a role, and VCUDA plays a role because we are trying to influence how equity is implemented for the State of Vermont.

**The Chair adjourned the meeting at 6:59PM.**

Respectfully Submitted,

Jeremy Matt, Clerk

DRAFT