



CVFIBER EXECUTIVE COMMITTEE MEETING MINUTES

Virtually on MS Teams

March 19, 2024

Minutes Short Summary

The Executive Committee approved meeting minutes for March 6, 2024. Jennille Smith reported that CVFiber expects to finish up in both CL02 and CL03 within eight weeks. Jennille Smith reported we are still doing about 15 connections/week, and Waitsfield might be able to speed up as the weather improves. John Reid and Jennille Smith will be attending the Woodbury Pie breakfast on Saturday, March 23rd. David Mannix reported that CVFiber's Finance Committee will meet on Thursday and their review will be available after this meeting. David Mannix said he has been working with David Healy and Tom Fisher on the customer's view of the costs implications of the drops policy. Jennille Smith reported that she would like all comments on the document describing changing the authority of the Board by March 31st for review at the next Executive Committee meeting on April 2nd. Allen Gilbert reported that an *Ex officio* has voting rights but is not included as quorum and furthermore, that Siobhan Perricone as Chair is automatically *Ex officio* when she attends Committee meetings. Jennille Smith reported that the State is formulating a plan to assist ACP qualified customers as federal funding ends. Jennille Smith reported that CVFiber was able to get a 57 months term for \$4,000 for additional HR and PII training. The Executive Committee unanimously approved the motion that the Executive Director work with NEK Broadband Executive Director in developing timeline and due diligence on moving to a merger. The Executive Committee moved into Executive Session and exited with no actions taken.

Executive Committee Members:

Present:

David Healey (Calais), Chuck Burt (Moretown), Jeremy Matt (Plainfield), Siobhan Perricone (Chair, Orange), Allen Gilbert (Worcester), David Mannix (Marshfield), John Reid (Woodbury), and Tom Fisher (East Montpelier).

Others Present: Jennille Smith (Executive Director), Laurie Beth Putnam (Treasurer), Sybil Schlesinger (Note taker; Moretown Alternate), and Linda Gravell (Waterbury)

Call to order: Siobhan Perricone called the meeting to order at 6:02pm.

Additions to the agenda:

- None

Public comment

- Siobhan Perricone encouraged all Board members to watch the half hour CUD documentary. Olivia Kantyka sent out the link.

Prior Meeting Minutes

- MOTION (Jeremy Matt, Second Allen Gilbert)
Move to approve the minutes for the March 6, 2024 Executive Committee meeting with minor corrections by Allen Gilbert.
Passed unanimously.

Construction, Materials and Warehousing Update & Outlook

- Jennille Smith reported that CVFiber is in good shape with the audit. She added that we have about \$800,000 worth of supplies left to order, but we are ordering as we go to ensure we have the funds before we order more. We expect NEK Broadband to take over the warehouse management around May20. We have issued new orders to proceed in CL03 with Hardwick Electric giving us green lights. We expect this to take 6-8 weeks. David Healy asked if the crews are finishing up CL02, and the answer is yes. We did have to do a slight redesign because of the expense.

Operations Update & Outlook

- Jennille Smith reported we are still doing about 15 connections/week, and Waitsfield might be able to speed up as the weather improves. David Healy asked if Waitsfield had hired more crew. We have suggested that they talk to Eustis to move over their construction crews to installations. Jennille Smith said Waitsfield's goal is 50/week, but she thinks this might be too aggressive.
- Tom Fisher asked what NEK's install rates are, and if sharing resources might increase our installation rate. Jennille Smith explained that Waitsfield is now doing several CUDs installations. We might have more flexibility working with NEK, which is doing some in-house installations. The federal government has also put out a grant for workforce training and this might be appropriate.

Marketing Update & Outlook

- Jennille Smith reported that CVFiber had a Montpelier showing of the documentary on CUDs in Vermont. Olivia Kantyka sent the link to the Governing Board. John Reid and Jennille Smith will be attending the Woodbury Pie breakfast on Saturday, March 23rd.

Finance Update & Outlook

- David Mannix reported that CVFiber's Finance Committee will meet on Thursday and their review will be available after they meet. The report will be messy because of bills for 2023 coming in this year. Bonnie Batchelder is working on the audit. She needs to

verify the construction costs for a couple of DAs. David Healy said these should be verified with NRTC. This will close the financials for the audit.

- Siobhan Perricone suggested moving into Executive Session at the end of the meeting.

Drops Policy

- David Mannix said he has been working with David Healy and Tom Fisher on the customer's view of the costs implications of the drops policy. David Healy provided data, so we have a cost analysis just about done for both cable and conduit. We want to test this analysis with several others before we make it public. We already did the revenue analysis on a complete run. We expect to have this finished by the end of the week. Jennille Smith suggested waiting for overall pricing until BEAD comes through.
- Allen Gilbert asked if the fiber miles strung figure includes connecting to the house, and Jennille Smith said no; it is only stringing the fiber on the poles, not to the house. Waitsfield has the numbers for making the house connections. David Healy will finish more data analysis shortly.
- Tom Fisher said they have also been looking at conduit costs to see how this plays into the equation for increasing subscribers.

CVFiber Authority for Decision Making

- Jennille Smith reported she had shared the Authority for Decision Making document and got good feedback. There is not a rush to adopt this document. She wants to ensure that everyone understands what authority they have and what they would be giving up. We do want to make decisions more effectively. Although we rely on employees and staff, we also rely heavily on the knowledge of our Board members. We value the input of Board members. Jennille Smith requested no action tonight, but she invited members to take a look at the comments and changes to the document.
- David Healy asked if Jennille Smith wanted to set a date for finalizing the document. Chuck Burt said he is still sending feedback. He noted a suggestion of moving to quarterly Governing Board meetings but then a later reference to monthly Board reports.
- Jennille Smith asked for comments from the Executive Committee before the next time the committee meets so she has a revised document for the next meeting. She would also suggest that the Board be updated monthly even if it only meets quarterly. David Healy said the Towns need to be updated monthly, too.
- Chuck Burt noted that monthly readouts are important for Towns, but he would suggest the deadline be several days before the next Executive Committee so the document could be finalized at the next Executive Committee on April 2nd so it can then go to the Governing Board. Jennille Smith asked for comments no later than March 31st.

Committee Membership

- Siobhan Perricone asked Allen Gilbert to report. Allen Gilbert reported that an *Ex officio* has voting rights but is not included as quorum. Chuck Burt asked if Siobhan Perricone is *Ex officio* automatically, and Allen Gilbert said yes.

ACP Status

- Jennille Smith reported that CVFiber has decided to go forward with financial support for the six customers who are ACP qualified now. The VCCB is putting together a task

force to fill this gap. The hope is that we will have a Vermont State policy to fill this gap, not individual CUD policies. For now, the CUDs are filling this gap. However, people who do not already have ACP are not covered at this time. Again, the hope is the State will cover them as well, paralleling the current ACP policy. Other needs, such as long drops, might also be brought in.

Supplemental HR and PII Training

- Jennille Smith reported that we were able to get a 57-month term for additional training at a cost of \$4,000. We do need to understand what our rights and responsibilities are in regards to our customer information. Our customer information cannot be shared more than necessary. Working with KnowB4 has also saved us money on the costs of our cyber security. Jennille Smith will send additional training links to Board members once she has had a chance to review what is available. Olivia Kantyka will work on messaging. KnowB4 resources may be part of this platform.
- Jeremy Matt asked how we are doing with security, and Jennille Smith said CVFiber Board members are doing well. We could expand to more Board members with more trainings.
- Chuck Burt pointed out that CVFiber has limited the number of people on the Board who have access to each document, and this increases security substantially.

Merger Discussion

- Jennille Smith reported that it is publicly known that CVFiber is working with NEK. Jennille Smith would like to talk to NEK about what a merger might look like. Mike Reed has offered to give us a first look for both CVFiber and NEK. Jennille Smith would like to create a working group to assess the benefits and risk of merging, plus counsel.
- Allen Gilbert noted that someone should look into the responsibility we might have to talk to Towns before we get too far into this. He believes Towns have a lot of input. Jennille Smith said the merger is dependent on merger legislation bill passing, hopefully by June. David Healy said Towns need to be informed. Jennille Smith said that a group is being formed by the Communications Committee this Thursday. David Mannix noted that NEK has a plan articulated.
- MOTION (David Healy, Second Tom Fisher)

Move that the Executive Director work with NEK Broadband Executive Director in developing timeline and due diligence on moving to a merger.

Move to set up a joint NEK Broadband/CVFiber merger group to develop the details of a plan, risks and benefits of what it would take to do a merger to be comprised of three parties from each CUD on the group including a lawyer, finance person and executive.

The Merger Plan should address the following:

- *Structure*
- *Organization*
- *Functions*
- *Operation*

- *Finance*
- *Assets*
- *Rights*
- *Liabilities*
- *Contracts*
- *Compliance with Merger Law*

Passed unanimously.

Terms Sheets for Loan

- MOTION (Jeremy Matt, Second Tom Fisher)

Move that we find that holding a discussion of strategic planning would put CVFiber at a substantial competitive disadvantage in accordance with 1 V.S.A. § 313(a)(1).

Passed unanimously.

- MOTION (Jeremy Matt, Second Chuck Burt)

Whereas considering strategic planning in open session would put CVFiber at a competitive disadvantage,

Move that we enter executive session to consider strategic planning and that CVFiber Board members, alternates, executive director, and treasurer are invited into the executive session as they have information that is needed in accordance with 1 V.S.A. § 313(b).

Passed unanimously.

Enter Executive Session at 5:50pm

Exit Executive Session at 6:28pm

No action items.

Adjourn at 6:28pm

- **Motion to Adjourn:** Siobhan Perricone.

Respectfully submitted,
Jeremy Matt, Clerk