



CVFIBER EXECUTIVE COMMITTEE MEETING MINUTES

Virtually on MS Teams

April 2, 2024

Minutes Short Summary

The Executive Committee approved meeting minutes for March 19, 2024. Jennille Smith reported that testing is expected to be completed for the final two DAs and that this will complete our new construction for 2024. CVFiber will now focus on increasing installations. Jennille Smith reported CVFiber has 168 customers. Jennille Smith noted successful marketing at the Woodbury Pie event and showing the VCBB CUD documentary in Montpelier, and plans are developing for a 250th customer celebration and gratitude to our communities and founding members who are retiring sometime during the summer. David Mannix reported on the completion of updating several financial tools. The Executive Committee unanimously approved that the Privacy Policy be forwarded to the Governing Board for final approval. Jennille Smith requested that CVFiber's change to authority be reviewed as part of the merger process with NEK Broadband. The Executive Committee unanimously accepted the rates schedule with the edit that the fee for installation for customers who do not take service be removed. David Healy submitted challenges in six areas. The Executive Committee moved into Executive Session, and no action was taken.

Executive Committee Members:

Present:

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

Others Present: Jennille Smith (Executive Director), Sybil Schlesinger (Note taker; Moretown Alternate), David Lawrence (Middlesex), John Russell (Worcester), and Linda Gravell (Waterbury)

Call to order: Siobhan Perricone called the meeting to order at 5:02pm.

Additions to the agenda:

- None

Public comment

- None.

Prior Meeting Minutes

- MOTION (Jeremy Matt, Second Tom Fisher)
Move to approve the minutes for the March 19, 2024 Executive Committee meeting with corrections by Allen Gilbert.
Passed unanimously.

Construction, Materials and Warehousing Update & Outlook

- Jennille Smith reported that testing should be done shortly on the final two DAs and this will complete our new construction for 2024. The focus now will now be on installations and excellent customer care and service, pending funding for new construction. We have a surplus of materials except some smaller items that we learn we need as we build. Management of the warehouse is turning over to NEK Broadband and will be complete by May 21st.
- David Healy asked about the \$2million in the bank, and Jennille Smith said that holding these funds is a conservative approach. We need to ensure that we are viable until BEAD funding is secured.
- Jeremy Matt asked roughly how much a DA costs to construct. Jennille Smith said that the next construction would be about \$3.5million.
- Jennille Smith also said that once we do have a loan, we want to ensure it's on affordable terms.
- Jennille Smith reported that operations will be focused on installations as we have a backlog which will take us through October at 15/week so we want this rate to improve. Installations cost us, but at the same time increases our revenue.

Operations Update & Outlook

- Jennille Smith reported CVFiber has 168 customers.
- We have asked Waitsfield if they could inform CVFiber when the drop occurs, but our delegates have given us feedback that they would like to know when Waitsfield is on the premises for an installation. CVFiber has an expectation of privacy beyond the non-rural areas. We do not want our construction workers to be endangered nor the customer to be concerned with strangers on their property.
- Siobhan Perricone suggested both texts and emails rather than knocks on the door. Jennille Smith said this is an on-going discussion with Waitsfield.

Marketing Update & Outlook

- Jennille Smith reported that CVFiber was at the Woodbury Pie event last week. John Reid was there, and he got excellent feedback. The VCBB documentary premiered in Montpelier; CVFiber was highlighted. Maple Broadband will show it in Addison county next week.
- We look forward to hosting a gratitude to our founders, a training to educate our delegates, and a celebration. We expect this to take place during the summer, perhaps to celebrate our 250th customer.

- Tom Fisher suggested also recognizing the community. He noted that CVFiber is a community endeavor and we should recognize the communities' role in our progress.

Finance Update & Outlook

- David Mannix provided several updates. We have completed work on a forecasting tool based on the financial model created by PFM. We will probably move to a rolling 12-month forecast. We have also completed work on standardizing the NRTC model for construction costs. We are also working on a grant funding review. Finally, we completed the update on the line extension analysis with Waitsfield.

Privacy Policy

- Allen Gilbert noted that CVFiber had a privacy overview, which blended our policy with Waitsfield. Each of us had our own policy but each was congruent. Our customers are subject to both policies. The final policy is the CVFiber policy, and an explanation of how the Waitsfield policy fits with our policy.
- Jennille Smith added that CVFiber specifically references the Waitsfield policy within ours and Waitsfield has approved our policy. We are differentiated because we are a public entity.
- MOTION (Allen Gilbert, Second Jeremy Matt)
Move that the Privacy Policy be forwarded to the Governing Board for final approval.
Passed unanimously

CVFiber Authority for Decision Making

- Jennille Smith reported that we have been considering following our sister CUD's model by shifting some decisions to the Executive Committee. She proposed that most decisions go through the Executive Committee, and only major decisions through the Governing Board. She also believes the Governing Board should continue to meet monthly. She also suggests that this not be decided this evening but wait until the merger with NEK has been more finalized. Jennille Smith welcomed feedback.
- Allen Gilbert asked if NEK has such a document in place. Jennille Smith said that it does not but through motions, they have given most authority to the Executive Committee. However, they have twice as many towns as CVFiber.
- David Healy asked if NEK has by-laws and Jennille Smith said yes, but the authority was given to the Executive Committee through motions rather than by-laws. She again recommended waiting to finalize this as part of the merger.

Drops Policy

- Jennille Smith noted that CVFiber will be the first CUD to have a drops policy. The other CUDs charge customers after 400ft. We are here because we feel our policy was confusing and also causing inequities. The drops policy tells the customer that there is a flat fee for installations, but there are clear carve outs. David Mannix, David Healy and Tom Fisher were also involved in creating this policy.
- Chuck Burt asked if "Line Extension Policy" is the Drops Policy. Jennille Smith confirmed.
- Tom Fisher asked if conduit would be included. Jennille Smith said this is not happening yet because this needs to go into the larger cost analysis. David Mannix added that he

could not get a good sense of the costs because it is more situational. Waitsfield concurred that they could not provide a reliable cost analysis.

- Tom Fisher agreed that providing conduit was above and beyond, but he hoped CVFiber could reach this, and he asked if we could accumulate the data to get a full picture. Jennille Smith said that we will accrue data. Siobhan Perricone also noted that we have not done conduit this winter.
- David Healy noted that all the drops this year are covered by ARPA money. He wants to be sure that CVFiber knows that the five towns have covered these costs.
- Allen Gilbert did not think this actually qualifies as a “policy” but rather a “rate schedule.” Jennille Smith made this change.
- Tom Fisher voiced concerns about the section regarding a potential fee of \$1/foot if an installation is performed but the customer cancels before service starts. CVFiber is at risk of paying for an inactive installation, but CVFiber does not require contracts so a customer could easily sidestep the section by taking service for one month and then canceling. There followed additional discussion of this section.
- Jeremy Matt stated that he thought this section should be removed as it is essentially toothless and because he thinks this case would be exceedingly rare.
- Tom Fisher noted that people doing this might also be facing unexpected financial hardships and that he expects that eventually these costs would be recouped when either the customer is able to afford service or someone else takes service at that address.
- MOTION (Jeremy Matt, Second David Healy)

Move to accept the drops and line extension rates schedule as proposed by Jennille Smith be accepted with the edit that the fee for not taking service be deleted.

Passed unanimously.

BEAD Address Challenge

- David Healy reported that John Morris, Siobhan Perricone, and Jeremy Matt turned in data, and we submitted challenges to six areas. They have two weeks to rebut our challenges. This was the most convoluted process he has been involved in.

Merger and MOU Discussion

- MOTION (Jeremy Matt, Second Chuck Burt)

Move that the Executive Committee find that considering strategic planning in open session would put CVFiber at a competitive disadvantage in accordance with 1 V.S.A. § 313(a).

Passed unanimously.

- MOTION (Jeremy Matt, Second Chuck Burt)

Move that we enter executive session to consider strategic planning and that CVFiber Board members, alternates, and 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 5:59pm

Exit Executive Session at 6:40pm

No action came out of executive session.

Adjourn at 6:41pm

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

Respectfully submitted,
Jeremy Matt, Clerk