



## **CV FIBER GOVERNING BOARD MEETING MINUTES**

GoToMeeting (virtual meeting only)

July 14, 2020

### **Present:**

**Governing board delegates:** John Morris (Marshfield), Allen Gilbert (Worcester), Michael Birnbaum (Plainfield), Andrew Gilbert (Cabot), Chuck Burt (Moretown), David Healy (Calais), Joshua Jarvis (Barre Town), Philip Hyjek (Middlesex), Jeremy Hansen (Berlin), Siobhan Perricone (Orange), Ray Pelletier (Northfield), Ken Jones (Montpelier), Tom Fisher (East Montpelier), Hendy Amistadi (Duxbury), Frank Moore (Williamstown).

**Alternate delegates:** Jerry Diamantides (Berlin), Jeremy Matt (Plainfield), Rama Schneider (Williamstown), John Russell (Worcester)

**Others:** ORCA

**Called to order:** 6:01PM by Jeremy Hansen via GoToWebinar

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

- Jeremy Matt suggested adding delegating someone to respond to line extensions
- Michael Birnbaum suggested adding discussion of what the RDOF bidding picture looks like as this is last day we can talk about it

### **Public comment:**

- None

### **Adding Washington & Duxbury, changes to feasibility scope:**

- Jeremy Hansen reported that Washington Select board voted to join both ECFiber and CVFiber. Jeremy Hansen noted that he has had discussions with CVFiber about the possibility of Washington joining both ECFiber and CVFiber. He thinks that this is reasonable as there are sections that are easier for ECFiber to serve and sections that are easier for CVFiber to serve.
- Jeremy Hansen reported that Duxbury voted to join CVFiber as well (Henry Amistadi has been appointed to be the primary delegate if CVFiber admits them).

- Michael Birnbaum raised the question of potentially dividing towns (such as Roxbury) with other providers. He noted that geography is important and that it might make sense to divide towns based on geography.
- Jeremy Hansen reported that ECFiber may be interested in building in Roxbury. He also noted that the Montpelier city council has on agenda to leave ECFiber and stay with just CVFiber. He said that Elmore also might be split, as might other towns with a ridge running through the middle.
- Siobhan Perricone noted that adding Washington and Duxbury would make us 20 towns and asked if our target maximum is around 22. Jeremy Hansen replied that 22 had been suggested as a reasonable max. Siobhan Perricone said she thinks it makes sense to split based on geography – Fire Departments sometimes split towns if there’s a ridge running through the middle of a town.
- Jeremy Hansen noted that the feasibility study was for 18 towns, not 20 towns. He asked Fred Goldstein from Interisle what it would take to update the feasibility study to include Duxbury and Washington. Fred said that he could do for \$5,000. Jeremy suggested approving spending this \$5,000 as part of the \$100,000 grant we will be receiving as part of H.966. Jeremy also noted that the Vermont Community Foundation has decided to write a \$10,000 check to every CUD. There is no reporting requirement, we just need to send in a form asking for the money – we could use this to fund the update to the feasibility study
- Henry Amistadi noted that he prepared an application to the Broadband Innovation Grant program from the Department of Public Service (the grant application was declined) to apply for funding for feasibility studies. He said that some of this work could be recycled to apply for funding to update the feasibility study
- Jeremy Hansen noted that the timing of the Broadband Innovation Grant might not be good and said that we just got \$10,000 that can pay for this. Therefore, he thinks we don’t need to apply for Broadband Innovation Grant funding, particularly because of the amount of paperwork required.
- Jeremy Matt asked if this sort of discussion regarding splitting of towns run afoul of RDOF. Jeremy Hansen said that no, it wouldn’t
- MOTION (Jeremy Hansen, second Chuck Burt): To approve Washington and Duxbury joining CVFiber. Motion passed by unanimous consent. Discussion:
  - Michael Birnbaum noted that we wanted them to join and they did. He thinks it’s wonderful
  - Andrew Gilbert (CHAT) asked what CUD Waldon has joined. Michael Birnbaum replied that Waldon hasn’t joined a CUD yet. Andrew Gilbert said that he didn’t want them to get left out. Michael Birnbaum noted that WEC board member from Waldon is keen to make sure they make a decision. Jeremy Hansen offered go to the next Waldon select board meeting and said that Andrew Gilbert should bring this up to the Waldon select board ASAP as we will be building soon and if they join late, they might well get built last. Michael Birnbaum there is a WEC substation in Waldon that might be important
- Jeremy Hansen asked the board for thoughts regarding having Interisle go back and update the feasibility study to include Washington and Duxbury.
- Frank Moore supported the idea
- Jerry Diamantides asked if having Interisle go back and revise the feasibility study would make us take a step back and delay the submittal of other deliverables.

- Jeremy Hansen said that the instruction would be to do feasibility study update when he has bandwidth, but that it would be more of a back-burner item
- **MOTION** (Jeremy Hansen, second David Healy): to approve expenditure of \$5,000 to update the feasibility study to incorporate Duxbury & Washington. Motion passed by unanimous consent.

Discussion:

- Michael Birnbaum asked if we might want to delay revising the feasibility study since there is there a chance we might be picking up other towns. Michael suggested a friendly amendment to ask Interisle to revise the feasibility study to “include Duxbury, Washington and perhaps 1-2 towns to be added later”
- Ray Pelletier said that we should keep it with just Duxbury and Washington and move forward
- Jerry Diamantides asked if there’s a rush – we might have Waldon come back
- Jeremy Hansen noted that there is a time crunch for VEDA application. He also noted that it isn’t likely that Fred will be working on this before August 1<sup>st</sup>.
- Jeremy Matt asked if there would be a savings for including more towns at once. Jeremy Hansen said that he didn’t ask
- Chuck Burt agreed with Ray – we should pull trigger and move forward and take other towns as they come
- Allen Gilbert said that he agreed as well.
- Jeremy Hansen asked if anyone wanted a roll-call vote. No-one responded.

**Financial Status & audit update:**

- Jeremy Hansen said that he was going to send printouts of bank account statements but that he is still waiting for tech support to help with the process of having him become the primary admin and to remove folks who don’t need to be on the accounts anymore. He noted that the USDA reimbursement landed in account, that Fred has been paid, and that we’re expecting to see \$4500 invoice from NRTC. He also said that Greg has been talking with the firm that does the municipal audits for Berlin.
- David Healy asked how many people are making automatic monthly donations. Jeremy Hansen said that only one person is
- Chuck Burt (on topic of donations) asked if we getting tax letters out to people who donate?
- Jeremy Hansen said that he was going to hand off that off to the new treasurer, but that he hasn’t had the bandwidth to meet with the candidates
- Chuck Burt asked if we should post for job candidates or if we have enough
- Jeremy Hansen said that he thinks one of the candidates he knows of will work out. He just needs to talk to them but haven’t gotten the chance

**Business Development Committee report:**

- David Healy said that the full committee hasn’t met, but committee members have been working on a job description for the contractor position. In addition, the business plan working group the DRAFT from Interisle this week and have been working to get comments back to Interisle. He asked if Jeremy Hansen should distribute it to whole board
- Michael Birnbaum summarized his impression of the DRAFT business development plan. He said that it’s got a lot of really good work and that the narrative lays out a lot of choices/ways to organize the CVFiber’s operation (who owns what, who manages what, etc.) and gives many permutations of these

questions. It gives some hints as to what Interisle thinks might be the best decision, but it doesn't give a clear recommendation. It also leaves out some models that might belong in there, but Michael said that he was hesitant to ask Interisle to add too much at this point. Michael noted that the purpose of the business plan is twofold: first to inform us and guide us well into the future and second as a report that we can take to a bank and ask for money. Michael said that he doesn't think it's formatted in such a way nor is it conclusive enough or clear enough to be successful as a loan application document. Michael again expressed reluctance to ask Interisle to do too much more work and suggested that we may want to take what Interisle has produced and then do more work on it ourselves.

- Ray Pelletier said that he's hearing Fred has submitted report, but we haven't accepted or agreed to pay for it. He said that we need to get from Interisle enough information to make informed decision. He said that he thinks that the main interface is the business development committee and that they should do a deep dive to get it to a place where the full board can approve it, but that it sounds like we're a few weeks away
- Jerry Diamantides said that he thinks it's a very good and helpful report and there are a couple of things going on that he wanted to address. First, he agrees with Michael with most points. He said that Interisle provided us with a decision tree but that they didn't make decisions as these are the sorts of things the CVFiber board will need to decide. He also said that we aren't ready to make many of these decisions. He agreed that it is not something to hand over to bank, but that there are other things that we can do with it as it exists. For one, the board can use it as a guide for future decision making. For another, we can provide it to the Public Service Department to bolster grant applications.
- David Healy agreed with Jerry Diamantides that there are decisions that need to be made. He noted that there are a lot of things we need to do in the next 3-6 months. The general takeaway he got from the financial model is that it shows financial feasibility. He suggested showing it to the Public Service Department to support our application for the \$100,000 funding through H.966
- Michael Birnbaum said that we don't get paid by the Department of Public Service until we submit the work plan and that Interisle doesn't get paid until we do. He asked if we could ask the Department if we can we submit it but then refine it later? He said that he thinks that's probably a little iffy. He said that he's not really worried about applying for the \$100,000 – he thinks we'll get that money if we apply for it and that we should buy a little time.
- Henry Amistadi suggested present the business plan to the Public Service Department over zoom – they can't take it away, but they get an update that shows we're doing a lot of work. Jeremy Hansen responded that the Public Service Department is already overwhelmed by all the things they need to take care of as part of H.966 and that they would be unlikely to willing to spend the time
- Chuck Burt noted that we asked Interisle to provide a business plan to support certain things and that he thinks project team should push Interisle to fix things that don't line up with what we promised. He disagrees with Michael's reluctance to ask Interisle to revise. He said that he thinks we should push for deliverable that we need and were promised
- Jerry Diamantides noted that we did not ask them for a document that would be presented to a bank for a loan. The Scope of Work was to evaluate ways to become "Cash flow positive over 3 years".
- Jeremy Hansen said that he thinks we've been sitting on our hands avoiding making decisions. If we make decisions (such as spinning up our own office vs. selecting an operator to do it for us) then Interisle can then make a document that we can present to VEDA. He thinks that we have enough people who are informed enough that we can make an intelligent decision for how to move forward.

- Phil Hyjek said that he totally agrees and that he thinks the board needs to see the DRAFT relatively soon so we can start digesting it and looking forward to making those decisions.
- Michael Birnbaum made a couple points. First, he thinks the business plan has less sensitive info in than the feasibility study. The business plan doesn't describe locations and doesn't describe competitive strategies. He would be comfortable w/ this circulating more freely. Second, he noted that this board has been together for more than 2 years and that we're getting impatient to make some of these decisions. However, he thinks that we are not ready to make those decisions. For one thing, we're not sure what's going to happen w/ RDOF and we don't know what additional funding may come from Congress.
- Jeremy Hansen had to leave and handed the meeting off to Phil Hyjek. Before he left, he noted that we will want to go after VEDA money and that the pilot project will go forward without RDOF or federal stimulus funds. He said that we should choose what that project will look like so we can go after VEDA in September
- Siobhan Perricone noted that RDOF doesn't apply to all our towns but that we're committed to building there regardless. She said that all of this is completely aside from RDOF – these decisions are fundamental. She raised the question of operating our own network vs. hiring an operator as an example. She noted that RDOF doesn't matter to this sort of question. She asked what information we need to make that decision.
- Chuck Burt said that he circulated the DRAFT business plan to the board members
- Phil Hyjek said that he will ask Jeremy Hansen to add discussion of the business plan as a discussion item for the next board meeting. David Healy noted that this document is actively being revised so there may be changes before the next board meeting
- Michael Birnbaum noted that we don't have any formal agreement with WEC. We have understandings and are in the same consortium for RDOF, but that he thinks we're not as far along as Siobhan Perricone says we are

### **Communications Committee report:**

- Chuck Burt said the Communications Committee hasn't met in some time as they are in a holding pattern waiting for other things to happen. However, he has a report from a breakout group. This is not official recommendation, but he think board should consider sending a press release regarding RDOF. A DRAFT has been prepared by Chuck Burt, Ray Pelletier, David Healy, and Jeremy Hansen (link provided in chat). He said that this would be a good way to get it out there that we may need to be in executive session and that we may be submitting redacted reports in order to apply with FCC requirements.
- MOTION (Chuck Burt, second Siobhan Perricone): Motion to submit the press release to VTdigger for publication and to pay a submittal fee of up to \$25. Motion passed by unanimous consent (Josh Jarvis abstaining) as amended. Discussion:
  - Chuck Burt said that he provided a link to the release in the chat window. Michael Birnbaum said he doesn't want to vote on it without having a chance to read it
  - Frank Moore asked about submitting to Seven Days. Chuck Burt said that he looked but said that he didn't see a clear submittal path. He said that he could just email them and see if they decide to run it
  - Michael Birnbaum noted that we need to make sure we stay within FCC rules. He also noted that we are advisor in the consortium and are bound by the rules, we are not actually bidding. He

said that he likes idea of press release, and that we should be putting it out but that the release as written should be revised.

- Jerry Diamantides said that he doesn't think we're "community owned" and instead suggested that the release just say that we're a CUD
- Ken Jones noted that we haven't actually agreed to apply for a \$4 million-dollar loan from VEDA.
- Michael Birnbaum noted that Cloud Alliance has withdrawn from the consortium and was replaced by Pear Networks dba Kingdom Fiber
- Allen Gilbert said that he thinks it's really dangerous to have board review and message press releases. He also said that certain sections need more wiggle words. For example, as written the release makes it sound as if VEDA definitely will give us a loan and that's not certain. He also asked what is the message we want to get to whom?
- Chuck Burt said that the initial idea was a posting to Front Porch Forum, and he saw an opportunity to also send the text to VTdigger. However, he agreed that these are very different audiences and that two different texts may make sense
- Allen G said that we're floundering because we don't have a process for reviewing this sort of content. Chuck Burt asked what the process should be and who should have the responsibility (the Communications Committee? The Communications and Executive Committees?)
- Tom Fisher said that companies have policies for public releases and that he thinks we should do that as well
- Jeremy Matt noted that he isn't sure he'd be comfortable sending something like this to Front Porch Forum without some sort of review
- Frank Moore agreed that he would rather have board approval before posting
- Andrew Gilbert said delegates have communicate with their communities and that some of us must use our judgement. He says that he thinks that we're overthinking this
- Ken Jones says that he agrees with everything except the discussion of the \$4 million loan
- Tom Fisher said that he agrees with Andy that he wants CVFiber to be the to be sort of organization where this is possible. However, he remembers instances in the past where board members have acted in bad faith and doesn't want a repeat of that
- Jeremy Matt asked if it made sense to have some sort of distinction between board-approved (official) messages and communications from delegates to their communities
- Allen Gilbert said that in most organizations board members can't speak personally about important issues because there is a need to have consistency in messaging. Any inconsistencies bring the risk that a news organization etc. will start poking around.
- MOTION TO AMEND (Michael Birnbaum, second Siobhan Perricone): To have Allen Gilbert and Chuck Burt reach final language for the press release and to send it to VTdigger and to board members for distribution to their communities. Motion to amend passed by unanimous consent (Josh Jarvis abstaining). No discussion.

### **Contracting with project manager:**

- David Healy noted that we need someone to deal with all the stuff that H.966 requires and to manage the projects and tasks required to implement the business plan. He will be sending out a job description for

board members to distribute. He noted that he's already been approached by someone who might be interested. He is convinced that we will be getting the \$100,000 by August 1, 2020.

- Allen Gilbert said that in the 4<sup>th</sup> line the listing should not include the word "employee". Josh Jarvis noted that if any language that references hire/employee/etc. is in the posting, we may be required to provide insurance
- Allen Gilbert suggested changing number 8 to reference "central Vermont school districts"

### **Delegation of RDOF responsibilities:**

- David Healy noted that we left last meeting without deciding who is going to be representing us in the NRTC consortium and suggested that we should appoint people
- Siobhan Perricone asked how many we can appoint before we run afoul of meeting laws
- Allen Gilbert said that there just has to be a quorum to trigger open meeting laws, but that the number changes based on the size of the public body
- **MOTION** (Siobhan Perricone, second Phil Hyjek): Motion to appoint David Healy, Michael Birnbaum, and Greg Kelly as CVFiber representatives to RDOF and to give them the authority to make decisions and representations in the consortium for the purposes of advancing our interests in this endeavor.

Motion passed by unanimous consent as amended (Henry Amistadi abstaining). Discussion:

- Chuck Burt said that he's concerned that a 3-member committee hits quorum with just two members discussing
- Siobhan Perricone noted that this is not a committee, these are representatives
- Michael Birnbaum said that he would like to see some mechanism for reporting back to board
- Andrew Gilbert asked why not just have one person
- Michael Birnbaum said that one person is not sufficient. Difficult decisions will need to be made and one person should not be making these decisions alone.
- Andrew Gilbert said that he's not comfortable with any of this, it's tough. He's more comfortable with 1-2 people who come back to the board when decisions need to be made
- Michael Birnbaum noted that he will already going to consortium through Pear Networks (and will be representing CVFiber interests while he's there) so there's no need to include him in this motion.
- Andrew Gilbert asked Michael Birnbaum how this will work
- Michael Birnbaum said that there are 29 consortium members and that there are five Vermont members. The five Vermont members will ideally reach consensus about what will be best for all of us and NRTC will be doing the actual bidding. Michael noted that we need to have at least two representatives, perhaps more because there are going to be questions that arise that need to be discussed (IE How are we going to divide this up? Should we divide at all?) and it would be better to have multiple people thinking about this. David Healy said that he didn't think that we're saying the representatives should not have to report back to the board, he thinks that they would need to come back to board for major decisions like the ones Michael raised. Michael Birnbaum agreed that the representatives should come back to board for major decisions where possible, but that the representatives will not be able to discuss with the board during the bidding process because in some situations there may only be an hour or two to make decisions. Michael said that the board should approve general goal, but that the representatives may have to decide

on their own how best to achieve that goal and that he thinks more than one person should be making those decisions

- Henry Amistadi noted that he has met with the RDOF manager about Duxbury and had discussed data issues. He said that he would like to contribute to RDOF effort because he's been putting in a lot of work on this recently
- Ray Pelletier asked if Jeremy Hansen expressed interest in being in this group
- FRIENDLY AMENDMENT (Ray Pelletier): that the appointees should be Jeremy Hansen, David Healy, Greg Kelly, Henry Amistadi be appointed to RDOF working group (Phil Hyjek second)
- Michael Birnbaum provided a brief update of the RDOF bidding picture. ECFiber, CVFiber, WEC, Pear Networks, and VEC. Previously it was thought that GMP, VELCO, etc. would join a consortium under Tilson's leadership, but that doesn't seem to be happening. Instead, Tilson is likely going to be submitting short form on its own and setting up agreements with the former prospective consortium members. Michael noted that he doesn't know if the FCC will accept this sort of arrangement from Tilson. There are other national entities who may bid, but he's not sure.
- Michael Birnbaum noted that line extension requests funded under the CARES act might come up in the next week. The Public Service Department is obligated to let us know when these line extension projects arise and to ask us for our opinion. They are not obligated to abide by our opinion, but we can say that we prefer that project not be funded as we feel it would harm our mission of providing broadband to everyone in our communities.
- David Healy, Jerry Diamantides, Michael Birnbaum, and Jeremy Matt volunteered
- MOTION (Siobhan Perricone, second Ray Pelletier): motion to have David Healy, Jerry Diamantides, Michael Birnbaum, and Jeremy Matt evaluate any line extension requests or other projects funded under the CARES act and to respond promptly to the Public Service Department. Motion passed by unanimous consent (Tom Fisher abstaining). Discussion:
  - Henry Amistadi asked if this also includes connectivity funding as well. Michael Birnbaum said that yes, this applies to any funding provided through H.966.
  - Michael Birnbaum suggested that we inform DPS of who the representatives are and what their contact information is to make sure we respond promptly.

#### **Approval of minutes:**

- MOTION (Siobhan Perricone, Phil Hyjek second): motion to approve the July 7, 2020 Governing Board Meeting Minutes as drafted by Jeremy Matt. Motion passed by unanimous consent (Tom Fisher abstaining). No discussion.

#### **Roundtable:**

- Allen Gilbert noted that this was a tough meeting due to connection issues – we need high speed internet access built

#### **Meeting Adjourned at 8:09PM**

Respectfully submitted,  
Jeremy Matt, Clerk