



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

GoToMeeting (virtual meeting only)

December 8, 2020

### **Present:**

**Governing board delegates:** Allen Gilbert (Worcester), Michael Birnbaum (Plainfield), Chuck Burt (Moretown), David Healy (Calais), Jeremy Hansen (Berlin), Siobhan Perricone (Orange), Ray Pelletier (Northfield), Josh Jarvis (Barre Town), R. D. Eno (Cabot), Lauri Scharf (Middlesex), John Morris (Marshfield), Tom Fisher (East Montpelier), Henry Amistadi (Duxbury), Kenneth Jones (Montpelier),

**Alternate delegates:** Jeremy Matt (Plainfield), John Russell (Worcester), David Wendt (Duxbury; voting delegate for this meeting).

**Others:** ORCA, Tim Shea, Sam Rosenberg, Andrew Gilbert, Phil Cecchini, Gabriel Gilman

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

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

- Allen Gilbert suggested that we should have a discussion item about WEC and recently released RDOF results

### **Public comment:**

- Jeremy Hansen reported that Evan Carlson is applying for funding to set up a CUD accelerator to help get CUDs up to speed faster. The purpose of this would be to provide information to new board members etc. He is looking to draw info from ECFiber, CVFiber, utilities, out of state providers, Cloud Alliance, etc. This project will also help ramp up new board members for existing CUDs as CUD boards have regular turnover
- Phil Cecchini noted that he has asked the Town of Barre to be appointed as the alternate delegate. He will find out later tonight if he has been appointed.

### **Consent Agenda:**

- MOTION (Jeremy Hansen second Chuck Burt) to approve the items on the consent agenda (meeting minutes and payment of bills). Passed unanimously. No Discussion

**Finance Report:**

- Jeremy Hansen reported that he sent out the most recent bank transactions for the November bills in an email and that there is nothing surprising there. Jeremy Hansen will also be invoicing the State, so we get reimbursed correctly.

**Communications Committee report:**

- Chuck Burt reported that an RFP was put out to revamp website and that 4 proposals were received. Of these, only 1 proposal agreed to commit to stand up a revamped website the funding deadline of December 30, 2020. The Communications Committee had a substantial discussion and arrived at two finalists and interviewed both. One could not commit to starting the work until after the new year. The other one (Codewryter) is willing to commit to the December 30<sup>th</sup> deadline is a small one-woman shop who has done work for Deerfield Valley Fiber. She got glowing recommendations from her references.
- Henry Amistadi asked if she will be able to implement the interface to the COS system. Chuck Burt said that we are still waiting for some information about how that technical interface will be. We will hopefully get something done on that front, but we might need to be flexible about what we ask for on that end. Henry Amistadi asked about embedding ARCGIS maps into the website. David Healy said it is easy to do, but would require licensing
- MOTION (Chuck Burt second Siobhan Perricone):

*WHEREAS CVFiber desires a website that provides the public with user-friendly access to information, services, and its governance, and*

*WHEREAS CVFiber desires a website that is secure, scalable, readily updatable, and supports integration of email and third-party services, and*

*WHEREAS CVFiber published an RFP for the design and development of the website on November 19, 2020 and received multiple proposals in response.*

*It is moved that:*

- 1. CVFiber enter into a contract with Codewryter for the design, development, and technical support of a CVFiber website in accordance with the contract statement of work, the website to be launched by 30 December 2020, unless extended by the parties;*
- 2. CVFiber enter into such contracts as appropriate for the provision of email, hosting, maintenance, and security services;*
- 3. CVFiber approves an amount not to exceed \$10,000 for the foregoing contracts; and*
- 4. CVFiber authorizes the Project Manager to negotiate and the Chair to execute such contracts, and for the Chair to approve any extensions as deemed appropriate within the authorized funding.*

Passed unanimously. Discussion:

- Chuck Burt noted that there are different costs involved with this effort, including the start-up work to make the website, a maintenance contract, and ongoing hosting. Chuck Burt also noted

that he has applied to Microsoft for a non-profit account status. Jeremy Hansen said that it would be more professional to have everyone have a cvfiber.net email address as well as have a CVFiber phone number (rather than having all calls go to his cell phone).

- Josh Jarvis noted that we should make sure that any customer data is carefully protected. Chuck Burt said that this will be handled by COS systems.
- Henry Amistadi asked about SEO integration. Chuck said that would be included and that he would be helping with that as this is exactly what he does for work
- Chuck Burt said that we have an incredibly tight timeline, and he does not think that there will be much opportunity for board oversight. He said that he wants to make sure that people are ok with the Communications Committee running with website development and making design choices without board oversight. To accomplish the website rebuild on schedule, he would like to not have to bring this issue back to the board for approval. He would like people to join the Communications Committee and encouraged anyone who was interested in being involve in the website design to show up for Communications Committee meetings even if they do not have time to join the committee. Jeremy Hansen said he is all for making the website revamp happen as quickly as possible. No-one else raised a concern about the Communications Committee running with website redevelopment.
- Jeremy Hansen noted that for hosting, we would need to go with the minimum duration plan if we use CARES funding – for both Microsoft and Google this is a 1-month contract. Chuck Burt reported an order of magnitude discussion of what this might cost. Assuming a single account for each town (to be shared by the alternates and delegates), we are looking at around \$1,300-\$1,600/yr. for the minimum tier and around \$3,300 for higher tier. The cost about doubles if alternates and delegates each receive their own accounts.
- Ray Pelletier asked if Chuck Burt has a recommendation. Chuck Burt said that he has avoiding making a recommendation but that he is happy with the google suite of services. He did not that one big benefit of going with MS are the desktop apps, as using googles online document sharing is not compatible with open meeting laws. Siobhan Perricone asked if Teams was included with the Microsoft offering, and Chuck said that it is.
- Jeremy Matt suggested perhaps we could go with a more targeted option (IE not providing accounts to people who would not use them). Chuck Burt noted that with either Microsoft or Google we would be able to set up alias email addresses to point to people's private accounts
- Henry Amistadi noted that he went to a webinar discussing google workplace and it seemed to be targeted toward the public sector.
- Siobhan Perricone noted that there are a lot of people who object to google. She said that she would like access to the desktop apps but does not need them. She asked if we can in the middle of the contract. Chuck Burt responded that we could add accounts, but he is not sure if either company offers email only accounts.
- John Morris said that he would rather Google than Microsoft. Other board members expressed a preference for Microsoft. There did not appear to be a clear majority supporting either Microsoft or Google.
- MOTION (Jeremy Hansen second David Healy): to appoint R.D Eno and Gabe Gilman to the Communications Committee (as revised). Passed unanimously. Discussion:

- Chuck Burt noted that he invited Gabriel Gilman to join the Communications Committee and suggested a friendly amendment to appoint him to the Communications Committee as well. The friendly amendment was accepted

**Business Development Committee report:**

- David Healy reported that the Business Development Committee met last week and forwarded proposed resolution for developing and putting an RFP for an ISP for our pilot project
- MOTION (David Healy second Siobhan Perricone):

*WHEREAS CVFiber was formed to deliver fast, reliable Internet service to the unserved, underserved, and those with unreliable service within its twenty-member communities, the "Project", and*

*WHEREAS CVFiber has completed the Feasibility Study and Business Plan for the Project, and*

*WHEREAS CVFiber will be funding the Project with state and federal grants and loans, customer subscriptions, and individual loans and pre-subscriptions, and*

*WHEREAS CVFiber has retained the services of a project manager to oversee the implementation of the Project,*

*It is moved that:*

*CVFiber approves the development of one or more RFPs by the Business Development Committee, together with the Project Manager; one for Pole Data Collection and Make-Ready, a second for the Design, Construction, and a third for Operation, each for Phase 1 of the Project, and*

*That the RFPs are to be submitted to the Board for its review and approval at the Board meeting on January 12, 2021, for their target issuance on January 18, 2021, and*

*That the RFPs each provide for the possible award to one entity or group for Phase 1, or for awards to multiple entities to meet the requirements thereof, and*

*That Operations is to consist of actions typically performed by an Internet Service Provider (ISP) such as network operations and maintenance, as well as customer operations, including, but not limited to installation, system maintenance and management, customer support, and billing.*

Passed unanimously. Discussion:

- Henry Amistadi asked how this would interact with the NRTC work. David Healy said that we are not sure and that this is why we are targeting mid-January for the RFP release because we will need more information.
- Henry Amistadi asked if the Feasibility Study and Business Plan have been updated to include Duxbury & Washington. Tim Shea said that Interisle is working on it.

- Henry Amistadi noted that this RFP appears to be assuming we receive the funding from the VEDA loan and asked how this interacts with our ability to fund. David Healy said that we expect to be able to apply for the matching money from the State by January 1, 2021.
- Michael Birnbaum said that he wanted to highlight the fact that some of the “target” dates are likely to change based on what we find out about what other entities are doing. He said that the FCC prohibited communications date will end on Jan 29<sup>th</sup>.
- Ken Jones said he thinks that this RFP will benefit from giving responders time to work on it even if some of the information is not available to them.
- Michael Birnbaum said that route might change based on the info that comes out from the RDOF auction and that it might be better to wait than to give potential contractors false information

**Policy Committee’s report:**

- Allen Gilbert reported that the Policy Committee met on 2020-12-07 to respond to the proposal that was brought before the board in November about conflicts of interest. He shared the text of the proposed changes in the chat. The proposed language speaks to the responsibility of the contractor to inform the board who they may hire as subcontractors and to identify potential conflicts of interest for the board to review. The language follows boilerplate contract language used by the State. He said that he thinks this is more a contracting issue rather than a policy issue but that we can include it as policy as well.
- MOTION (Allen Gilbert second Siobhan Perricone) To adopt the proposed language shared via chat. Passed unanimously. Discussion:
  - Tom Fisher asked if we should have some sort of formalized process for reviewing RFPs and contracts. Allen Gilbert said that as volunteers we do not have the resources for a review process that is too in-depth. He suggested that we may want to develop standard contract language. Ray Pelletier said that our RFPs should have two general sections: the details of the work to be performed and boilerplate stuff that is in every contract
  - R.D. Eno asked what constitutes a conflict of interest and who on the board is responsible for identifying a conflict of interest. Allen Gilbert said that this was tried to be identified in our existing conflict of interest language. He noted that this is often in the eye of the beholder and has been a difficult issue for all sorts of public entities. There is no one person on the board who is responsible for identifying conflicts of interest
  - Ken Jones suggested that this might want to be broadened to include looking at other topics such as malfeasance. Jeremy Hansen asked if the name should be changed from “policy on conflicts of interest” to something broader. Ken Jones supported that idea but did not have a suggestion for a revised name.

**Project Manager’s Report:**

- Tim Shea reported that he has been working with COS systems and they are setting up zones, which are the routes broken up into smaller zones. David Healy also sent some metrics from Last Mile to the board by email. They made 543 phone calls and completed 145 phone surveys. A total of 420 people have filled out the survey so far. Last Mile is also going to start a text campaign to encourage people to respond. The door-to-door canvassing effort is likely going to start next week. Going to have a kickoff meeting with Codewryter and will notify the other respondents.

- Henry Amistadi asked about coordinating with the town delegates with respect to canvassing. Tim Shea said that Last Mile have been told to reach out to delegates prior to going door to door in a town.
- Allen Gilbert asked if people should they fill out the survey if they want to avoid door to door visits. Several people in Worcester have said that they do not want door to door visits and expressed COVID related concerns. Jeremy Hansen suggested that Tim Shea should bring that up with COS.
- David Healy noted that COS does not have phone numbers for everyone, and they need a way to reach those people. The only have phone numbers for around 65% of CVFiber residents.
- Jeremy Hansen asked about the pace of calls and asked why it is so slow. He noted that one person should be able to make 500 calls in a week. He asked Tim Shea to check with Last Mile about the pace
- Chuck Burt said that will need to have a call with COS to have discovery of capabilities about code integration and asked Tim Shea to set up a meeting.

#### **Grant/funding update & CARES funding options:**

- David Healy said that we might see an extension on the CARES money we were not able to spend if Congress can get around to it. Jeremy Hansen said he was pessimistic about that.

#### **RDOF/WEC Discussion:**

- Jeremy Hansen noted that our consortium (NRTC) won a fairly large number of blocks in CVFiber territory. He also noted that Consolidated is moving in a big way to expand their fiber network (and they won a lot of blocks in our territory as well). Other winners were Starlink, CCO Holdings. There was some general discussion of these results.
- David Healy reported that WEC is moving forward with building fiber on all their poles. They can get funding, but if they need to pay the 5% property tax on fiber construction, they will have to raise rates. They are lobbying the legislature to exempt municipal entities from a property tax on construction of fiber. They are not sure if the Public Service Board would allow them to raise rates or not. Either way, it is going to take a while before they can build. Michael Birnbaum said that he thinks WEC will come through but that it will be slow.
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#### **Project manager 2021 discussion:**

- Jeremy Hansen noted that our contract with Tim Shea is coming to an end as the COVID funding is running out. Jeremy asked Tim Shea if he wanted to continue as project manager. Tim Shea said that he wants to pursue other opportunities.
- MOTION (Jeremy Hansen second Siobhan Perricone) pursuant to 1 V.S.A. § 313(a)(3) to go into executive session to discuss/evaluate Tim's service. Pass unanimously. No discussion.
- 8:07 – enter executive session
- 8:52 – exit executive session

#### **Project manager 2021 decisions:**

- MOTION (Jeremy Hansen second Josh Jarvis) Move that we ask the Business Development Committee to produce an RFP for a PM/ED contractor or contractors to be delivered at our regular January meeting. A budget and schedule for advertising should also be included. Pass unanimous. No discussion

**Roundtable:**

- None

**Meeting Adjourned at 8:53PM**

Respectfully submitted,  
Jeremy Matt, Clerk

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