



CV FIBER GOVERNING BOARD MEETING MINUTES

GoToMeeting (virtual meeting only)

December 22, 2020

Present:

Governing board delegates: Allen Gilbert (Worcester), Michael Birnbaum (Plainfield), Chuck Burt (Moretown), David Healy (Calais), Jeremy Hansen (Berlin), Ray Pelletier (Northfield), R. D. Eno (Cabot), Tom Fisher (East Montpelier), Henry Amistadi (Duxbury), Tim Sullivan (Roxbury)

Alternate delegates: Jeremy Matt (Plainfield), John Russell (Worcester), Jerry Diamantides (Berlin)

Others: ORCA, Tim Shea, Sam Rosenberg, Gretchen Priest

Called to order: 6:06PM by Jeremy Hansen via GoToWebinar

Additions to the agenda:

- None

Public comment:

- None

Consent Agenda:

- MOTION (Jeremy Hansen second Chuck Burt) to approve the items on the consent agenda (meeting minutes and payment of bills). Passed unanimously. Discussion:
 - Jeremy Hansen noted that the bills in the consent agenda have already been paid

Finance Report:

- Jeremy Hansen noted that he sent out a recent bank balance. Some of the recent bills are reflected but not all. He also noted that he has invoiced the State for the remaining \$70,000 of our CARES funding. He said that we do not have a cash flow problem at this point
- Jerry Diamantides asked if the Board would be getting a treasurer's report from our CPA. He then asked if we have either a treasurer or a CPA. Jeremy Hansen said that we have a treasurer in name and that he needs to reach out to her to see if she can continue. If she cannot continue, Tim Shea put Jeremy Hansen in contact with someone who might be interested in doing both the treasurer & bookkeeping work. He said that we do not have a CPA at this point. Jerry Diamantides noted that we will need a CPA before we can apply for the VEDA loan. Jeremy Hansen agreed.

- Tom Fisher asked if we need an annual audit and (if we do need an audit) when does the audit need to be completed. Jeremy Hansen said that would be something we need to do, but that he has not had the bandwidth.
- MOTION (David Healy second R.D. Eno) to approve the purchase of a subscription to the online version of Quickbooks not to exceed \$900/yr. (as amended). Passed unanimously. Discussion:
 - Allen Gilbert said that he thought we already bought some software that was purchased when Rebecca Schrader was the Clerk and said that maybe before we move forward with a new subscription we should find if we already have something. Jeremy Hansen said he did not remember that.
 - Tim Shea suggested that we may not need this as CPA firms would have access to this software.
 - Chuck Burt said that for his business he has a single user account, and he can still provide access for the CPA. He uses the online version.
 - Ray Pelletier said that someone should research our options before we go forward with this. He also mentioned that we have a statutory finance and audit committee requirement.
 - R.D. Eno asked how we are currently keeping records. Jeremy Hansen said that the money comes out of the bank account and that he is using an excel sheet to keep track of how much has been paid out of what grant. He will be submitting this spreadsheet to the Department of Public Service. R.D. Eno said that we need a bookkeeper. Jeremy Hansen agreed and said that he has not had a chance to reach out to the firm Tim Shea suggested (Batchelder). Jerry Diamantides said that he would take that on.
 - Tom Fisher asked if we need Quickbooks. Jeremy Hansen said that it might make sense for us to have our own software separate from the bookkeepers. David Healy said that we have had turnover at the treasurer position so it would be good to have our own copy
 - Jeremy Hansen suggested a friendly amendment to have the budget for this to not exceed \$900/yr. David Healy accepted this amendment.
- Michael Birnbaum asked if we have a statutory requirement to audit once per year and said that we need to investigate the requirements and make sure we are in compliance. Jeremy Hansen said that the audit is required once the CUD is “operational”. He is not sure what constitutes “operational”, but he said he thinks that we have triggered that. He thinks that Batchelder would do the audit and that we would need to hire a separate bookkeeper. He also noted that we may need to revisit the \$250 stipend for the treasurer.
- Tom Fisher asked if we need a motion on this. Jeremy Hansen said that we do not have the information we need (costs, etc.) at this point and that it will be on our next meeting agenda.

Communications Committee report:

- Chuck Burt reported that the website initiative has been kicked off with Codewryter and good progress is being made. The overall structure, look, and feel of the site are mostly determined. He expects that we will go live with a very simple redesigned website shortly. He also said that he will be organizing subgroups to take on some tasks and is looking for non-Communications Committee members to assist with this work.
- Tim Sullivan asked if the new website could be shared before it goes live. Chuck Burt said that there is a working server and that he can send a link to board members who want to look at it.

Business Development Committee report:

- David Healy reported that the Business Development Committee met last week and is looking into what to do next for in terms of getting a new Project Manager. Tim Shea prepared a summary of what he thinks we need. The Business Development Committee has also reached out to Bonnie Wanniger at the Regional Planning Commission to see if they can help us out with staffing, office space, etc. The Business Development Committee is also working on trying to meet the January deadlines for putting out RFPs. The RPF for pole inventory and make ready has been reviewed and is close to final. The RPF for design, engineering and construction has been drafted and review from Business Development Committee members is expected today. The RPF for the operations and ISP work has also been drafted and comments are expected later this week. These RPFs have been drafted as “indefinite quantity” contracts where we would retain a contractor to give us quotes for specific projects over several years.

Project Manager’s Report:

- Tim Shea reported that he has been working on:
 - The handoff from COS systems. He has set up David Healy and Chuck Burt as admins so they can begin incorporating COS with our website and databases.
 - The canvassing effort is well under way. Over 2k phone calls have been made and the contractor has been ramping up with more callers. They are nearing 300 surveys completed. They also will be starting literature drops this week and they will be reaching out to board members before they do literature drops. The intent is not to knock on the doors, but to just leave the door hanger and the trifold. They are starting a text campaign as well and are optimistic that they will be able to reach 4,000 residents by the end of the month
 - Creating a checklist and some language for RFPs and contracts.
- Ray Pelletier asked if anyone is concerned about texting residents and if people would be upset by receiving unsolicited texts. No one else expressed a concern with this.
- David Healy said that over 600 survey responses have been received.
- Jeremy Matt asked if we had the ability to take people off our contact list as he has received some pushback from residents about in-person visits. He also asked if canvassers would skip houses that have been completed the survey. Tim Shea said that yes, houses that have completed the survey will generally not be visited (although there may be some overlap if surveys are received shortly before canvassers do literature drops). He also said that can take people off contact lists.

Grant/funding update & CARES extension options:

- Jeremy Hansen reported that he has invoiced the state for the second part of our funding (for website and for canvassing) and that we should see that check soon. The bigger deal is that Congress has passed a bill that extends the cares act deadline (although not signed by the president). He reported that he talked to Rob Fish about this. From his conversation with Rob, it sounds like the CARES act funds and state funds will likely not be eligible for work in an RDOF block. The process and requirements for the extension are still very much up in the air, but if there are no strings attached then any project that has already been approved (such as the Roxbury and Moretown fiber projects) that we are sitting on would probably be automatically approved. If we need to revise a project, approval would not be automatic. Rob also said that funds should be for projects that are not previously budgeted (this is not something to sweeten the pot for existing projects). We would need to take care in terms of keeping the CARES

financing separated from any other funds if this is used for a contiguous project. It also sounds like there is not much interest in funding fixed wireless

- Chuck Burt asked about the RDOF timeline. Michael Birnbaum said that the RDOF money probably won't be available until later in 2021. For the build out, the requirements are to serve 40% of locations in first three years, 60% within 4 years, 80% within 5 years, and 95% within 6 years. He also noted that there are some problems with the Moretown project we were considering with WCVT and asked if we would be able to modify the Moretown route slightly to make it viable. Jeremy Hansen said that his impression is that if the project is altered then we would need to reapply. Jeremy Hansen also noted that at this point it seems like we are the only CUD able to take advantage of these funds. Other CUDs have exhausted their portion of the funds or are not in a position to start construction. Michael Birnbaum said that he is in favor of withdrawing application and re-writing
- Jerry Diamantides said that he is a bit concerned that going after the CARES funding would distract us from applying for VEDA funding and constructing our pilot project. He said that there is a lot going on and that he thinks that we need to focus on the most important things. There followed a lengthy discussion about the pros and cons of going after this money. The unofficial consensus was that the Roxbury project will not take much effort and we should go forward with that project. However, there was disagreement about the Moretown project. Allen Gilbert agreed with Jerry and said he was worried that we were getting distracted by chasing shiny objects and said that he thinks the more we try to do the less we will accomplish. Jerry and Allen felt that we do not have the necessary volunteer time required to go after the CARES money and to get our pilot project off the ground. Chuck Burt, Ray Pelletier, Michael Birnbaum, and David Healy agreed that getting sidetracked was a danger, but that they felt that the amount of money available (a total of \$250,000 with \$90,000 to be spent on the Roxbury project and \$160,000 available for the Moretown project) made it worthwhile going after as this funding would not need to be paid back. They also felt that much of the volunteer work required to do the Moretown project would mostly be managing the engineering and makeready and these tasks could be rolled into the pilot project. They felt that simply applying for the money and tracking it would not be a significant lift. Michael also noted that the problem with the CARES act grants in the fall had to do with the process for applying and reviewing and the amount of time that took at the State level. There was not enough time to take advantage of the money after it became available, but this time we will have 12 months.
- Ray Pelletier asked if we could invite Rob Fish to a meeting. Jeremy Hansen said that we can invite him. Ray Pelletier asked if the requirements to provide services targeting telehealth, distance learning, etc. are still in effect. David Healy said no, they were not. Those requirements were specific to the connectivity initiative and are not applicable to this funding.
- Tom Fisher asked what the consequences are if the RDOF winners fail to serve the areas they win. Michael Birnbaum said that there is a process for requesting modifications, but that if those modification requests are not granted the fines are very large.
- MOTION (David Healy second Allen Gilbert) to reapply for CARES money to implement a fiber project in Moretown and to have that money support our Phase I build. Motion Passed (8 Aye, 1 Nay, 1 abstention).

Votes:

| Delegate | Vote | Delegate | Vote | Delegate | Vote |
|------------------|---------|------------|------|----------------|------|
| Ray Pelletier | Aye | Chuck Burt | Aye | Allen Gilbert | Nay |
| Michael Birnbaum | Aye | R.D. Eno | Aye | Tim Sullivan | Aye |
| David Healy | Aye | Tom Fisher | Aye | Henry Amistadi | Aye |
| Jeremy Hansen | Abstain | | | | |

Discussion:

- Chuck Burt said that WEC is really coming around on building broadband and they are doing what they can to make that work. He thinks that the CARES act money should be synergistic w/ Phase 1 project
- Michael Birnbaum said that he understands Allen’s concern and that we were chasing shiny objects (like we did for the connectivity initiative last year) but that he supports the motion.
- Jerry Diamantides said that he thinks we do not have the manpower to do this and that we should let this money go past.
- Tom Fisher asked what the Business Development Committee thinks about this. David Healy said we need to do a lot of this work anyway. The application is not that burdensome compared to the rest of the work that needs to be done anyway.

Project Manager 2021 status:

- Jeremy Hansen thanked Tim Shea for his service. Jeremy Hansen also said that he has been talking w/ Siobhan Perricone about the process/progress towards getting a new project manager.

Roundtable:

- John Russell said that he thinks that we are bogged down and not making progress.
- R.D. Eno suggested that agenda items where action is expected/required should be put at the top of the agenda to better ensure that a quorum is present to conduct business. RD also asked about the status of Evan Carlson’s seminar and about the implications of Consolidated having a fiberoptic cable in Cabot. Michael Birnbaum noted that Consolidated has fiber throughout the state, but that it currently only is used to serve DSL Network Interface Devices and large customers (such as cell towers). He also said that is likely to change as Consolidated sold a large number of shares to an equity firm and is planning on serving fiber across all the states they operate in.
- Henry Amistadi asked if the feasibility study has been updated to include Duxbury and Washington. Jeremy Hansen said that it has been completed and he will send it to everybody.

Meeting Adjourned at 8:13PM

Respectfully submitted,
Jeremy Matt, Clerk