



CV FIBER GOVERNING BOARD MEETING MINUTES

GoToMeeting (virtual meeting only)

January 12, 2021

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), Josh Jarvis (Barre Town), Frank Moore (Williamstown), Katharina Mack (Washington), Kenneth Jones (Montpelier), Lauri Scharf (Middlesex), Siobhan Perricone (Orange)

Alternate delegates: Jeremy Matt (Plainfield), John Russell (Worcester), David Wendt (Duxbury),

Others: ORCA, Sam Rosenberg, Jerry Diamantides (Treasurer), Conor Casey (Last Mile), Dave Babbot-Klein (Last Mile), Nicholas Charyk (Last Mile), Ted ? (Last Mile), Teddy Waszazak (Last Mile)

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

Additions to the agenda:

- Jeremy Matt asked to give a brief Clerk update
- Tom Fisher asked to include a discussion of policy updates

Public comment:

- None

Consent Agenda:

- MOTION (Jeremy Hansen second Siobhan Perricone) to approve the items on the consent agenda (approval of the December 22, 2020 meeting minutes and payment of bills). Passed unanimously. No discussion.

Finance Report:

- Jeremy Hansen reported that we have some money in the bank and some expenses that are covered under the CARES act funding that have yet to be paid out. Jeremy Hansen has not yet deposited the second CARES Act check, but it is in hand.

Canvassing presentation by Last Mile:

- Conor Casey, Nicholas Charyk, David Babbott-Klein, and Teddy Waszazak presented the results of the canvassing effort. Last Mile prioritized telephone contact, but also did digital outreach and door-to-door

non-contact literature drops. The target was to reach 4,300 households. Over 1,000 surveys are completed. A summary of some of the results includes:

- Last Mile made 3,479 calls and completed 451 surveys.
- 58 people reached by phone said they would complete later or online.
- 113 people reached by phone had already completed the survey.
- Last Mile left 2857 voicemails and dropped literature at 600+ doors.
- Last Mile have around 200 phone calls left to complete & are working through that now.
- Last Mile also provided an overview of the results of the survey. They noted that they received 86 survey responses were from people who are not in CVFiber territory, which they feel is a sign of how much people need better internet access. This is the most enthusiastic response they have seen for any campaign. The phone bankers received “overwhelmingly positive” responses when they reached people. They also heard a lot of stories from people who need better internet access. A lot of people noted that they would want a land line bundled with internet service.
- Ray Pelletier asked how many people had heard of us. Last Mile estimated that about ¼ of the time people who were contacted on the phone were already aware of CVFiber. That question was in the survey and Last Mile can provide a more precise number. Last Mile also noted that they got a lot of interest from people who are interested in helping and “evangelizing”.
- Siobhan Perricone asked what the response was from Orange as she has talked to people who are interested but also has talked to people who are suspicious. Last Mile said that they received mostly positive responses but there were a few responses from people who do not have internet and said that they do not want it.
- Henry Amistadi asked what stage Last Mile are in the process; is the work continuing? Last Mile said that they are currently prioritizing Duxbury, and they are continuing to work on wrapping up trying to get more responses from some more towns where there was a lower response rate.

Clerk Update:

- Jeremy Matt reported that the name of the organization has officially been changed with the Secretary of State’s office and the Vermont State Archives & Records Administration (VSARA). Regarding our DBAs, the business name for the Central Vermont Internet CUD DBA has been changed to CVFiber. However, we had to dissolve our CVFiber DBA as Vermont Statutes prohibit registering a DBA with the same name as the organization
- Jeremy Matt noted that per the Secretary of State’s office, trademarks are used exclusively to identify goods and service marks are used to identify services and reported that the per Secretary of State’s office, service marks are not registerable at the State level. Therefore, we cannot register our logo with the State unless we produce a good that it can be associated with. Jeremy then asked if we will be producing a good, or if we should abandon registration of our logo.
- Jeremy Hansen said that no, we will not be producing a good and should not bother pursuing registration of our logo. Chuck Burt agreed and said that we have bigger fish to fry.

Reassembling the Finance Committee:

- Jeremy Hansen has been discussing the Finance Committee with Jerry Diamantides. The Finance Committee has been inactive in part due to COVID and in part because several the Finance Committee members are no longer associated with CVFiber.

- Jerry Diamantides said he is putting his name in the hat to be treasurer. The finance committee needs to be reconstituted and needs to get working on grant writing, preparing budgets, etc. and this work needs to start ASAP. We need to pull some of the activity that has been given to the Business Development Committee and assign that to the Finance Committee. We also have money flowing in and out, and we will have a lot more coming. Jerry said that he has identified a bookkeeper who is willing to do the work. Jerry Diamantides has also talked to auditors who tried to talk us out of doing an audit because we are so young an organization – the auditors feel that it is not necessary even for the VEDA application.
- MOTION (Jeremy Hansen second Siobhan Perricone) to appoint Jeremy Hansen, Siobhan Perricone, Ray Pelletier, Jeremy Matt, and Jerry Diamantides to the finance committee. Passed unanimously.
Discussion:
 - Ray Pelletier noted that the treasurer is an ex-officio member and raised the concern that the Finance Committee will be overseeing the work of the Treasurer. Jeremy Hansen noted that he would like the treasurer to have a vote on the committee and that we can deal with the oversight problem.

Appointment of Treasurer & Bookkeeper:

- MOTION (Jeremy Hansen second Chuck Burt) To appoint Jerry Diamantides as treasurer and to rescind his position as the Berlin alternate. Pass unanimously. No discussion
- Jerry Diamantides will let the Berlin select board know that he can no longer serve as the Berlin alternate.
- Jerry Diamantides gave a summary of Shannon Blais who is interested in being the CVFiber bookkeeper. She does not do audits or taxes and charges \$50/hr. Jerry expects that she will have some time required initially to get up to speed, but after that she will only have a few hours a month. She uses Quickbooks (but she does not use Quickbooks online as she thinks the online version is not worth it). Jerry said his plan is to have her do the bookkeeping functions under his oversight and that he sees his role more as planning, budgeting, and forecasting rather than bookkeeping. He said that Shannon does not require a contract, so we can take it month-to-month and see how it works out.
- Ray Pelletier noted that we need to own the data. Jerry Diamantides said that his intention is to have a weekly data-share meeting with her ensure that he retains a fully updated copy of the state of the books.
- Ray Pelletier asked about confidentiality – we need to make sure that nothing is released without approval. Jeremy Hansen said that he agreed that we should have some very simple contract laying out what we expect from her.
- R.D. Eno said that we should have a corresponding copy of Quickbooks and perhaps a dedicated laptop. He also said that if we have an auditor, we should have them meet with the treasurer and bookkeeper to make sure that the data in Quickbooks aligns with what the auditor expects. Jeremy Hansen said that he does not think we need to have a dedicated laptop at this point, but that he agrees with the rest of it. Jerry Diamantides noted that he is very conscious about the need for backups. R.D. Eno noted that we may need to have bookkeeper enter all our previous info into Quickbooks. Jerry Diamantides said that was the expectation, but that we do not have much previous financial activity so he does not think this will be a big effort.

- Michael Birnbaum noted that the desktop version of Quickbooks is better than the online, but the Quickbooks online can be valuable because Jerry Diamantides would not have to meet every week to get an update.
- Chuck Burt agreed that Quickbooks online was the way to go.
- MOTION (Jeremy Hansen second Siobhan Perricone) to appoint Shannon Blais as the bookkeeper at a rate not to exceed \$50. Passed unanimously. No discussion.

CVRPC support & PM search:

- David Healy said he has reached out to Bonnie Wanniger at the Central Vermont Regional Planning Commission (CVRPC) about contracting with CVRPC to provide administrative services such as:
 - Maintaining documents, papers, and policies
 - Grant writing support
 - Drafting RFPs & other contracting support
 - Technical assistance, policy planning
 - GIS support

Bonnie said that she would get back to David with a proposal for what they can provide and what rates they would charge. CVRPC provides these services at-cost (salary+overhead+expenses). David Healy said that he thought it was a positive interaction and asked if the Board thinks it is a good idea or a bad idea

- Henry Amistadi asked if project management would be included in their capabilities. David Healy said that Ray Pelletier and Siobhan Perricone have been working on the Project Manager piece because RPC is not focused on Project Manager tasks. Jeremy Hansen said that using the RPC for administrative tasks would provide continuity and would allow the Project Manager to focus just on project management.
- Siobhan Perricone said that she is not clear on what is a Project Manager function and what is an admin function so she has been holding off as she is not sure what CVRPC might be handling. Jeremy Hansen said that once we get the proposal from CVRPC we can strike any items from the add that we are going to have CVRPC handle.

Survey Results:

- Henry Amistadi & David Healy provided an overview of the results as of January 1st, 2020. David Healy said that we should keep trying to get people to fill out the survey.
- Jeremy Matt (CHAT) Did those addresses include the updated routes from the Feasibility Study (IE from Duxbury & Washington)? David Healy said that yes for Duxbury but there was no route in Washington. Those entire towns were included
- Jeremy Matt asked if there are there doorhangers or trifold left over that could be left at local businesses. Last Mile said yes, but they were not sure exactly how many were left over.
- Allen Gilbert (CHAT) Is it fair to describe the purpose of this survey as gauging interest of people living along the route Interisle suggested as initial build-out whether they would subscribe to a fiber service? I think the purpose has been a bit confusing. David Healy said that yes, the purpose is to gauge interest for the purpose of selecting the order of our build. Jeremy Hansen also said that this information will be useful for our grants & loans.

- Jeremy Matt asked what the purpose of COOS is. Chuck Burt said that there is some overlap with the survey as that is part of what COOS can do. However, COOS can also help us with stuff like pre-subscriptions. He said that he is running into a LOT of issues with COOS (problems with importing the data for example) and is not sure yet if COOS will work. Jeremy Hansen and Jeremy Matt offered to help write scripts to massage the data into a format that COOS can take in.
- Henry Amistadi (CHAT) When is Last mile responsibility complete? Henry also asked what the criteria is for completion of the contract. David Healy said that the contract expired December 31, 2020 and that Tim Shea did all the contract negotiations. David Healy will investigate that and get back to the Board. Last Mile is continuing to work to meet the terms of the expired contract.
- Michael Birnbaum said that surveys tend to be good for grants and loans to make bankers and grant issuers happy. Demand aggregation is best for marketing and getting presubscriptions.

Pole Inventory RFP:

- David Healy said that the Business Development Committee has gone through about three drafts of the Pole Inventory RFP with Ray Pelletier taking the lead.
- Ray Pelletier said that the RFP has two purposes. The first is to get a group of contractors under contract so we can just put out request for bids for new projects rather than go through the entire RFP process. The second purpose is to get bids for completing the first phase of the project. Bidders will only get a description of the Phase I project after they have signed a non-disclosure agreement.
- Jeremy Hansen asked if the Business Development Committee is looking for a motion. David Healy said that the Business Development Committee is looking for a motion to issue the Pole Inventory RFP with a general specification of 120 miles to be surveyed with specific details regarding routes to be provided at a later date.
- MOTION (Jeremy Hansen second Tom Fisher) to submit the RFP with a general specification that the Phase I Project will consist of 120 miles of power lines with further project definition to be provided at a later date. The RFP should specify that we want costs to inventory Right of Way (ROW) poles vs. costs to inventory easement (as amended). Passed Unanimously. Discussion:
 - Michael Birnbaum noted that bidders will want to know what percentage of the poles are easement poles.
 - Ken Jones asked if we should ask for bids that split out costs for easement poles vs. ROW poles. David Healy said that he thinks we will get bids like that. He also said that he can get an estimate of percentage of easement poles. Jeremy Hansen said that we should specify that we want costs separated by easement vs. ROW poles. David Healy accepted this as a friendly amendment.

Policy Discussion:

- Tom Fisher noted that the Pole Inventory RFP included borrowed contract language from the State which included items such as whistle blower protections, prohibitions on gifts, etc. and suggested that CVFiber as an organization should have those sorts of things more codified.
- MOTION (Tom Fisher second Jeremy Hansen) that the policy committee be tasked with reviewing the Vermont State required language from the Pole Inventory RFP along with our past board approved policies and use these in conjunction to create a living CVFiber Policies document that can be referenced as an attachment for future contracts and/or by board members as an organization-wide

policy guide. Drafts of this document should be provided to each delegate and alternate via email and any desired changes be submitted directly back to the policy committee for consideration and integration. A final draft should then be submitted to the full board for acceptance at a future board meeting in Q1 of 2021. Discussion:

- Allen Gilbert said that he knows about policies, but he does not know much about contracts. He thinks that Tom Fisher is looking for specifics that flow from broad policies. He is also not sure what might already be in our bylaws. He said that he thinks Ray Pelletier might be able to best speak to if this is a good idea, doable, etc. Ray Pelletier said that he is happy to take this into consideration. Allen Gilbert said that one difficulty is separating out what we are already required to adhere to as a public entity.
- R.D. Eno how are we chartered? Jeremy Hansen said that we are a municipality. R.D. Eno asked if we have a charter. Jeremy Hansen said that we are not chartered per-se, but we have articles of incorporation.
- The general consensus is that there appear to be two pieces to this motion. The first is to generate standard contract language governing these topics and the second is to generate a general policy relating to Board member ethics and the values of CVFiber as an organization. Tom Fisher agreed to table the motion and he will come back to the board with revised motion language

Comms Committee's report:

- Chuck Burt reported that the new website is live. He noted that there are some rough edges, but said the new website is a vast improvement over the old version. The ongoing activities on the website include creating a section that will present all our RFPs (both active and completed). He is also working with Codewryter to create a dedicated committee section that includes the charter, member list, etc. of each committee. He has also been working on figuring out how to make minutes and agendas easy to manage and to access.
- Tim Sullivan asked if we have looked into registering CVFiber.org. Chuck Burt said that we already own the .org and .com domains and he is working on the redirect from those domains to CVFiber.net
- Chuck Burt reported that the Communications Committee is also going to be working on another update to be distributed to our member communities and that he expects that to be completed towards the end of the month.

Business Development Committee's report:

- David Healy reported that the Business Development Committee is developing a charter for Board approval and will also be proposing a name change.
- David Healy also reported that WEC will be going to its board to request approval to borrow money to build fiber.
- David Healy reported that the DPS got \$1-million from Northern Borders Regional Commission. This funding is going to be added to the existing \$1.5-million fund for VEDA loan matches.

Roundtable:

- Allen asked if we are still under the RDOF "cone of silence". Michael Birnbaum said that the prohibited communication rule ends on January 29, 2021 at 6PM. Some of the information is public

(such as who won what), but that discussion of the implications of the auction results, any strategic planning, etc. is still prohibited.

- Jeremy Hansen noted that we may be meeting again on January 26, 2021.

Meeting Adjourned at 8:12PM

Respectfully submitted,
Jeremy Matt, Clerk