



## CV FIBER GOVERNING BOARD DRAFT MEETING MINUTES

GoToMeeting (virtual meeting only)

March 23, 2021

### **Present:**

**Governing board delegates:** Jeremy Hansen (Berlin), Tim Sullivan (Roxbury), Allen Gilbert (Worcester), Chuck Burt (Moretown), John Morris (Marshfield), Siobhan Perricone (Orange), Michael Birnbaum (Plainfield), Josh Jarvis (Barre Town), David Healy (Calais), Tom Fisher (East Montpelier), Jerry Diamantides, Ray Pelletier (Northfield), Katharina Mack (Washington), Kenneth Jones (Montpelier)

**Alternate delegates:** Jeremy Matt (Plainfield), John Russell (Worcester)

**Others:** ORCA, Jerry Diamantides (Treasurer), Zachary Maia (CVRPC)

**Called to order:** 6:01pm by Jeremy Hansen via GoToMeeting

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

- Ray Pelletier asked to move Pole Inventory and PM Search Extension to first and second items tonight.
  - After recognition of possible executive session, Pole Inventory is placed last on the agenda.
- David Healy requested RPC contract be added to the agenda.

### **Public comment:**

- None.

### **Consent Agenda:**

- MOTION (Jeremy Hansen, second Siobhan Perricone) Move to approve the items on the consent agenda (March 9 meeting minutes). Passed unanimously. No Discussion.

### **Project Manager Search Extension**

- Ray Pelletier said that the proposal deadline of March 15, 2021 in the Request for Proposals (RFP) for Project Manager (PM) position has passed but we received only one proposal.
- MOTION (Ray Pelletier, second Siobhan Perricone) Move that the Board reopen the search for a PM and advertise the position in accordance with the Board's decision on January 26<sup>th</sup> to approve up to \$2,500 for that purpose. Passed Unanimously. Discussion:
  - Chuck Burt asked for confirmation that we still had sufficient funds available for this purpose. This was confirmed.
- Ray Pelletier noted that he expects the Executive Committee to pick up this discussion at their March 25 meeting.

### **Planning and Development Committee Report Back:**

- David Healy provided an update on the activities of the Planning & Development Committee:
  - The Committee approved hiring Krista Schute and this has been working out great. The MOU is being finalized with Krista and WEC's lawyer. A meeting on the MOU is scheduled for tomorrow (3/24) with all partners to keep things moving along. He expects that the WEC board will approve borrowing \$23 million from IUS to build out a fiber network in WEC territory.
  - The PDC is drafting a statement of work for design, construction, and operations. To track progress on this and other projects, he will circulate a Gantt chart and requests that Board members provide feedback.
  - The PDC also been keeping up to date state and federal funding opportunities. We have received a grant amendment that allows CVFiber to do the amended Moretown project. The Northfield/Roxbury project with ValleyNet is to be built out by end of year.
  - WEC is working with VELCO to run fiber on distribution lines from the East Montpelier substation to Maple Corner (Calais) to connect 100 properties on that route. Kenneth Jones asks if this project will be consistent with the MOU with WEC. David Healy responds that who-pays-for-what is unresolved currently, and this may just be part of the WEC network. They have agreed to construct this year.
  - There may be state funding opportunities to defray make-ready expenses. Possibilities include a \$1.2-1.7 million program through either the Vermont Community Broadband Authority, or the Vermont telecommunications authority (which includes cellular service) and GMP and VEC also have pole incentives.
- Allen Gilbert asked if the workplan will reflect work being done by other entities in collaboration with CVFiber, such as ECFiber or WEC.
  - David Healy responded that it is unclear currently and performing actions in tandem would be ideal to ensure design is consistent for entire network.

### **Communications Committee Report Back:**

- Chuck Burt gave an update on the Communications Committee.
  - They approved posting a call for volunteers.
  - The Committee was holding off on posting a community update for details to be finalized. They got confirmation from David today, so the update will be disseminated on website and to board to share with communities as seen fit. The committee asks that if Board members modify the update extensively that they please check back with the Committee.
  - Codewryter will provide website support through the end of the calendar year based on the retainer paid last year. No extensive changes are envisioned, but tweaks are covered with that funding.
- Kenneth Jones presented a situation where Consolidated is presenting opportunities for certain Montpelier residents to sign up for Fiber for certain residents, and he sees a need to educate people about the benefits of connecting to fiber. Chuck Burt noted that the northeast portion of Moretown is in similar boat, so will bring to committee to address.

- Jeremy Hansen noted timing issues regarding where projects are planned to be built. His address was on the map but will not be constructed until fall of 2022 and suggested that Consolidated may be being strategic about who they send notices to. David Healy added that a few board members got postcards from Consolidated, and majority of Consolidated's build is on Comcast lines with cable. Anywhere without cable seems to be missing.
- Michael Birnbaum noted that based on Consolidated's statements, it is not clear if the whole Montpelier exchange will not be covered (16,000 locations). Instead, it is possible that they will be covering just the 5-6,000 locations on the map they issued. They may intend to cover everywhere, but it is unclear.
- Allen Gilbert brought up Consolidated's testimony in January, where they stated that they must build where the money is. He stated the Consolidated rep who testified said they probably can't hook up everyone in a town; they would look to others to hook up those they didn't reach.
- The Board discussed the appropriate time to broadcast and inform the public of CVFiber's plans. There is an understanding that once the pole inventory is complete, individual landowners should be notified to inform them of possible activity in their yards through direct mailings. Michael Birnbaum expressed hesitation about how soon CVFiber should advertise plans, and Jeremy Hansen agrees but emphasized the importance of being good neighbors.

### **Incoming Federal/State Funding & Submitting Comments**

- MOTION (Jeremy Hansen, second by David Healy) Move to send the letter drafted by Jeremy Hansen to the Treasury Department, to Vermont's Federal Delegation of Sen. Patrick Leahy, Sen. Bernard Sanders, and Rep. Peter Welch, and to the Public Service Department Commissioner (as amended). Passed unanimously. Discussion:
  - Ray Pelletier is in favor of letter, make suggestion that Vermont's federal delegation and appropriate state authorities are cc'd so they are aware. Jeremy Hansen suggested that the letter should be sent to the Public Service Department commissioner as well (accepted as a friendly amendment).
  - Michael Birnbaum requested clarification if the intent of letter is to suggest that funds go to CUDs in lieu of member towns or in addition to member towns.
    - Jeremy Hansen responded that it is not clear if CUDs can even receive these funds right away. The purpose of this letter is to clarify who should receive this funding in the absence of county governments in Vermont and to suggest that CUDs should be recipients of this funding. Jeremy noted that how the money gets divided is not completely understood yet.
- Jeremy Hansen noted that some incoming federal funding is earmarked directly for towns, and Bonnie Waninger of CVRPC shared via email guidance regarding funding lifespan (3 years) and eligible uses. Jeremy Hansen shared the following eligible uses in the chat:
  - "To respond to the public health emergency with respect to the Coronavirus Disease (COVID-19) or its negative economic impacts, including assistance to households, small businesses, and nonprofits, or aid to impacted industries such as tourism, travel, and hospitality.
  - For the provision of government services to the extent of the reduction in revenue of such State, territory, or Tribal government due to such emergency, or
  - To make necessary investments in water, sewer, or broadband infrastructure."
- David Healy presented a spreadsheet of the projected town allocations.

- Jeremy Hansen offered to draft a letter to the Select boards in CVFiber’s territory to promote allocating this money to broadband expansion in Towns and understands that this approach may need to be specific to be effective. The Board discussed what should be included in the letters and the pros and cons of generalized versus individual outreach. Kenneth Jones emphasized the importance of including a specific ask with measurable deliverables for Select boards to consider, whereas David Healy offered potential ideas for generalized support for residents inside the home and in the construction of a community hub. There is consensus that deliverables would be required by the third year to ensure this funding is used. Tom Fisher suggested the idea of entering into agreements with Towns whereby CVFiber uses funding received from towns to defray construction costs for our current projects and in return CVFiber offers to provide benefits to those towns (such as reduce installation costs for new customers) once we build in those towns. It is not clear if this option would be allowable, but the idea received support from other Board members.
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- Jeremy Hansen clarified the timeline of these letters being drafted, to which there is some discussion about waiting for Treasury guidance.
- Jeremy Hansen asks if there has been any update on the \$400,000 in matching funds from the Department of Public Service. Jerry Diamantides reported that the Department has told him that the RFP is expected to be issued in March. We will need to respond to that RFP. He also expressed frustration with the Department regarding the pace of this process, as CVFiber needs that funding now.

**GMP/VEC Make-Ready Subsidies**

- David Healy stated that the GMP/VEC Make-Ready subsidies were covered in his PDC update.

**CVRPC Contract:**

- David Healy says CVRPC has revised the contract to meet CVFiber’s requests. He states that one missing piece is COVID-funding grant conditions that may need to be included.
- MOTION (David Healy, second Siobhan Perricone) to sign the contract with CVRPC. Passed unanimously. Discussion:
  - Jeremy Hansen asked for clarification what funding source is being discussed and adds that PM funding does not have additional conditions.
  - Jerry Diamantides asks if \$70,000 was the last funding from the Department of Public Service and if that money had the same restrictions on it. Jeremy Hansen clarifies that funding from the Department of Public Service has restrictions and can only be used for specific activities identified in the contract, which must be tracked and reported on.

**Pole Inventory Work**

- MOTION (Jeremy Hansen, second Siobhan Perricone) Move that premature public disclosure of contracts would clearly place CVFiber at a substantial disadvantage. Motion passes unanimously. Discussion:
  - Discussion ensues about the circumstances under which the Board may enter executive session and what topics are eligible for executive session. In this case, the consensus is that discussing the specifics of the Pole Inventory proposals in a public forum (such as the pricing or schedule proposed by the bidders) would put CVFiber at a disadvantage during contract negotiations.

- MOTION (Jeremy Hansen, second Siobhan Perricone) Move that the Board enter executive session at 7:21pm to discuss contracts. Passed Unanimously. No discussion.
  - Enter: 7:21PM
  - Exit: 7:36PM
- MOTION (Jeremy Hansen second Chuck Burt) Move to have the Executive Committee enter negotiations with the Planning & Development Committee's Poles Subcommittee's three recommended contractors and execute contracts and nondisclosure agreements with those contractors with whom successful negotiations have been concluded. Passed unanimously. No discussion.

**Roundtable:**

- Michael Birnbaum noted that the WEC board is going to meet March 25<sup>th</sup> to discuss MOUs.
- David Healy noted that VCUDA has received money to pay Carol Monroe and Rizzi to support CUDs and will come back with a proposal to the Board at the next meeting for what we should use that time for.
- Tom Fisher noted we barely made quorum for the vote on entering negotiations with pole inventory contractors and asked if we should consider sending a reminder email to board members who have been inactive or to the towns of those members.
- Ken Jones noted that Consolidated may be giving up its carrier of last resort (Eligible Telecommunications Carrier; ETC) status in RDOF areas where they will be providing voice service via fiber instead. Michael Birnbaum said that as part of RDOF, winners are required to become ETCs within the census blocks they were awarded, and that it's quite possible that Consolidated will apply to be relieved of ETC status in areas where other carriers won the RDOF auction.

**Meeting Adjourned at 7:53PM**

Respectfully submitted,  
Jeremy Matt, Clerk