



CV FIBER GOVERNING BOARD MEETING MINUTES
 GoToMeeting (virtual meeting only)
 April 13, 2021

Present:

Governing board delegates: Joshua Jarvis (Barre Town), Jeremy Hansen (Berlin), R.D. Eno (Cabot), David Healy (Calais), Tom Fisher (East Montpelier), John Morris (Marshfield), Ken Jones (Montpelier), Chuck Burt (Moretown), Raymond Pelletier (Northfield), Siobhan Perricone (Orange), Michael Birnbaum (Plainfield), Tim Sullivan (Roxbury), Allen Gilbert (Worcester), Lucy Bourgeault (Washington),

Alternate delegates: Phil Cecchini (Barre Town), Jeremy Matt (Plainfield)

Others: ORCA, Jerry Diamantides (Treasurer), Roger Nishi (Waitsfield and Champlain Valley Telecom), Christian Meyer (CVRPC).

Town Representation (14/20 towns represented)				
Barre City	Barre Town	Berlin	Cabot	Calais
Absent	Present	Present	Present	Present
Duxbury	East Montpelier	Elmore	Marshfield	Middlesex
Absent	Present	Absent	Present	Absent
Montpelier	Moretown	Northfield	Orange	Plainfield
Present	Present	Present	Present	Present
Roxbury	Washington	Williamstown	Woodbury	Worcester
Present	Present	Absent	Absent	Present

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

Additions to the agenda:

- Jeremy Matt requested the addition of a Clerk’s Report to discuss recovering back minutes and the CVRPC invoice.
- Jerry Diamantides requested adding a \$304 invoice from the bookkeeper to the consent agenda
- Jerry Diamantides requested adding a discussion about the project manager search.
- Jeremy Hansen requested adding an item to include all bills that had not been included in the consent agenda and bills for ongoing legal work.

Public comment:

- None.

Consent Agenda:

- MOTION (Jeremy Hansen, second Siobhan Perricone) to approve the March 23, 2021 minutes as presented. Passed unanimously. No Discussion.

Executive committee recommendation re: pole audit

- MOTION (Raymond Pelletier, second David Healy):

Whereas master service agreements have been executed for conducting Pole Inventory Services with The Apex Group, Eustis Cable Enterprises and Tilson Technology Management,

Whereas the Board has approved Phase 1 for the initial preconstruction work, and

Whereas the Executive Committee recommends the Board approve the issuance of a Request for Bids for the Phase 1 Poles Inventory

It is hereby moved

the Governing Board authorizes the issuance of a Request for Bids for Pole Inventory Services for Phase 1 and that upon review of the submitted proposals the Executive Committee is authorized to enter into a contract or contracts that are in the best interest of CVFiber. (amended)

Passed unanimously. Discussion:

- Jeremy Hansen stated that this is the next step, CVFiber has signed master service agreements with three firms, this allows CVFiber to issue the RFP to these firms. Once funding is in place CVFiber can authorize them to proceed with the first steps of Phase 1.
- Siobhan Perricone noted that she spoke with her municipal Select Board and they will require specific information about the pole inventory before they can issue funds. Jeremy Hansen stated that they will reach out to the towns with a specific ask when the timing is right.
- Allen Gilbert asked what will be the relationship between the CVFiber pole survey and WEC survey. They do not want to duplicate efforts so will be data sharing and project planning? David Healy stated that the CVFiber inventory is to keep things moving. When WEC starts with their dark fiber build and make ready work (October-November) they will be responsible for their own inventory. This inventory will allow the request for 3000 poles in the Phase 1 route. Third step someone hangs the fiber. In the Phase 1 route there are also 300 GMP poles. GMP has all data needed ready to go for the make readies. CVFiber will need only submit an application 200 poles at a time. They review the request and begin the make ready with no survey needed.

Bills

- MOTION (Jeremy Hansen, second Siobhan Perricone) to approve the bills as presented. Passed Unanimously. Discussion ensued:
 - \$304.00 for bookkeeper services. MBM Associates. Invoice #2183
 - \$500.00 for the project manager search (for the LinkedIn posting)
 - \$906.25 for CVRPC. Invoice #3018

Clerk Update

- Jeremy Matt reported:
 - Governing Board members need letters of appointment. This must be done annually. The only towns to submit appointment letters to date are: Moretown, Washington, and Barre Town. Board members should alert their governing bodies of the need for reappointment. CVRPC can also

send out a notice on behalf of CVFiber to those communities that are within the CVRPC planning area reminding them of this needed action.

- Jeremy Matt has gone through past minutes and located nearly all back minutes. There are some that were never approved. He needed to regenerate some minutes from audio. However, minutes from one meeting are missing altogether. Jeremy Hansen recommended posting the particularly old minutes to the web site in their current state and labeling them as draft. This same recommendation applies to older committee meetings.

Funding for ongoing legal work

- David Healy updated the group that Christa Shute is representing CVFiber to develop MOUs with WEC and between the other CUDs (NEK Fiber and ECFiber) The MOU spells out in great detail how these relationships. The MOU with WEC is near completion. A \$2000 retainer had previously been approved by the Board, the current invoice is \$3,650.
- MOTION (Raymond Pelletier, second R.D. Eno) That the Board approve the March legal invoice for WEC MOU for \$3,650. And that the Board approve the continued engagement with Christa Shute to complete the work understanding that costs will be shared with NEK and ECFiber. Passed Unanimously. Discussion:

- Jerry Diamantides believes there are sufficient funds to afford these legal costs. He noted that there is \$6,000 in the grant from the Public Services Department for legal needs and additional funds can be drawn for other grants that were not totally spent down.
- Jeremy Hansen reiterated the importance of these agreements to the Phase 1 project.
- Raymond Pelletier reminded the group that the CUDs are sharing the legal costs based on miles covered in each district. 60% of miles are in the CVFiber CUD. The \$3,650 represents 60% of the cost for March.
- Jerry Diamantides estimated a total of \$18,000 for legal fees for the rest of year. The intention is that there will not be significant legal work after the MOUs. Jerry Diamantides has also included \$2,000 for contract reviews for contractors and PMs under the \$18,000.

Committee appointments

- MOTION (Jeremy Hansen, second Chuck Burt) to appoint Allan Gilbert to be Chair of the Policy Board, formerly held by Phil Hyjek. Passed Unanimously. No Discussion.

Board reorganization in May, committee chairs

- The board reorganization will take place at the next Board meeting, May 11, 2021.
- Raymond Pelletier asked if the committees elect their chairs, or does the Governing Board elect the committee chairs. Historically the Governing Board has elected chairs but there has been no fixed policy. Opinions from both sides were shared with the desire for a clear policy that allows Governing Board intervention if needed. There is a CVFiber Governing Board rules of procedure that makes no mention of the committees. Raymond Pelletier ended that perhaps the Policy Committee could make a recommendation.

PM search

- Raymond Pelletier, Tom Fisher, David Healy, and Jerry Diamantides, have made up the review working group. Jerry Diamantides will be submitting a proposal on behalf of himself and can no longer serve on the review working group. Tim Sullivan will step in for Jerry Diamantides. The RFP is open through April 26, 2021. The review working group will screen proposals and make a recommendation to the PDC. The PDC will make a recommendation to the Board, likely in May.

Board & committee calendar

- Jeremy Hansen reviewed the proposed calendar for board and committee meetings as presented by Raymond Pelletier. Committee schedules are designed to match the flow of tasks from one committee to the next with an appropriated amount of time between meeting dates and allows time for special meetings.
 - MOTION (R.D. Eno, second Siobhan Perricone). Move to set regular meeting days to the following days (As amended):
 - Second Tuesday: Governing Board
 - Following Thursday: Executive Committee
 - Third Tuesday: Planning & Development Committee
 - Following Thursday: Communications Committee
 - Fourth Tuesday: Finance Committee
 - Following Thursday: Policy Committee
- Rollcall vote. Motion Passed.

Member	Vote	Member	Vote	Member	Vote
Allen Gilbert	No	Chuck Burt	Yes	John Morris	Yes
Josh Jarvis	Yes	Lucy Bourgeault	Yes	Michael Birnbaum	No
R.D. Eno	Yes	Ray Pelletier	Yes	Siobhan Perricone	Abstain
Tim Sullivan	No	Tom Fisher	No	David Healy	Yes
Jeremy Hansen	Abstain				

- Discussion ensued about how structured the calendar needs to be to achieve the broadly supported goals presented by Raymond Pelletier while still allowing the volunteer committees flexibility over their schedules. Under the proposed motion, committees shall have the ability to move their meeting date if needed by the committee members.

Budget policy process

- Raymond Pelletier requested the item be tabled

Carrier of last resort discussion

- Michael Birnbaum discussed with the group the complications and added requirements of becoming an Eligible Telecommunications Carrier (ECT) or a carrier of last resort, or even winners of the Rural Digital Opportunity Fund (RDOF). For example, there will be a requirement to provide voice service to all residents in the service area. While these service providers are eligible for federal funding through the Universal Service Fund (USF), Michael said he feels that it is still a burden. And while there is no broadband provider of last resort, those RDOF winners will need to be ETCs and become the carrier of last resort for phone service.

Other towns potentially joining

- Jeremy Hansen reported that the Waterbury Select Board recently discussed joining CVFiber at their meeting. Bolton and Jericho have also expressed interest. CCRPC sent a letter to its member municipalities that they too can join a CUD (not just CVFiber).

State & federal funding; legislative action; affordability

- Jeremy Hansen discussed how the Senate Finance Committee is moving a bill forward that would allocate significant funds for broadband in Vermont.
- Affordability has been a big issue with a number of initiatives to reduce costs. David Healy clarified that ECFiber is using grant funds to develop a fund to support users access broadband internet. The Evslin Family Foundation in Stowe intends to use funds from ARPA to support local families gain access to the best broad band available. Lucy Bourgeault stated that coming from education, this year has underscored the need for equity in access to broadband.
- Allen Gilbert warned that there is a lot of uncertainty around the Senate bill and the effects it may have on broadband funding. While House Bill 360 had a lot of good there is concern that the Senate bill be getting off course and that Board members should reach out to their Senate representatives to offer comments if they feel inclined. Reach out to Anne Cummings or Mark McDonald, who serve on the committee, about these issues. Additionally, consider contacting Senator Brock, Senator Sirotkin, Senator Bray, Senator Pearson, Senator Hardy.
- Also the League of Women Voters has come out in support of broadband.

Roundtable

- Rodger Nishi thanked the group and noted that there are strings when you are a ETC. Additionally, pieces from Senator Brock's bill, which is the bill under finance committee consideration, will likely be pulled from the bill and added to the House bill as opposed to whole sale adoption.
- Michael Birnbaum reminded the group that despite the failures of large private providers, small private providers are doing some great work in Vermont.

Meeting Adjourn adjourned at 7:58 PM

Respectfully submitted,
Jeremy Matt, Clerk