

**Vermont Community Broadband Board Meeting
Special Meeting
Monday, April 29, 2024, 11:00am to 1:00pm
Meeting Minutes**

I. Meeting Call to Order, Roll Call, and Approval of Agenda

Patty Richards called the meeting to order at 11:04am and completed roll call:

- Patty Richards (Remote)
- Laura Sibilila (Remote)
- Brian Otley (Remote)
- Holly Groschner (Remote - joined at 11:07)
- Dan Nelson (Remote – joined at 11:07 and left at 1:02)
- Christine Hallquist - Staff (Remote)
- Rob Fish – Staff (Remote)
- Toni Clithero – Staff (Remote)
- Heryn Herzog – Staff (Remote)
- Alexei Monsarrat – Staff (Remote)
- Teles Fremin, CTC Engineering Advisor - (Remote)

Ms. Richards made a motion to approve the agenda. Mr. Otley seconded. Ms. Hallquist made a clarification that since the time the Board Packet was sent, Northwest Fiberworx has found new financial opportunities and would like to go into executive session to provide the Board the information about the grant application but would like to put off approval until the May 13 meeting. Ms. Richards also clarified that they were not going to take action on the Affordability Policy in this meeting because there were revisions to the version in the Board Packet. The agenda was approved unanimously.

II. Public Comment

Ms. Clithero asked if Ms. Richards had gone over the 2/12/24 meeting minutes. Ms. Roberts said she skipped the minutes, and they will go back after public comment. There was no public comment, so they went back to take up the February 12, 2024, minutes, which was listed as item two on the agenda.

III. February 12, 2024, Board Meeting Template and Minutes Approval

Ms. Richards made a motion to approve the February 12, 2024, meeting minutes. Ms. Groschner seconded it. Ms. Groschner said she has no problem with the format but does have a problem with it being eight weeks since they've approved minutes because there are a lot of items in the minutes that require follow-up, so she would like to keep the minutes current. Ms. Groschner noted a duplication of sentences in the 2/12 minutes/typo that

should be fixed. She also thinks people should not be referred to by first names in the minutes. She also said there are a number of things in these minutes that should be added to the parking lot. Ms. Richards added that she would like to have the minutes reflect the time Board members arrive and what time they leave if they leave early, so it shows which Board members took part in which items.

Mr. Nelson suggested circulating the minutes the week after the meetings to give members the opportunity to review, comment, and make corrections before the next meeting.

Ms. Richards' motion passed unanimously.

IV. Northwest FiberworX Grant Application

Ms. Groschner commented that she forgot to add that she would like to see the statutory basis for all executive sessions noted in the minutes.

Mr. Monsarrat reiterated that they would be hearing a briefing from Northwest on their current plan on how to structure their grant with new information about a new opportunity for them. They are not seeking action from the Board at this meeting but plan to at the next meeting. They would like to go into executive session to discuss it under 1 V.S.A. s. 313 (a)(1)(A), which protects information concerning contracts where premature general public knowledge would clearly place the public body or person involved at a substantial disadvantage.

Ms. Groschner made a motion to go into executive session, and Ms. Richards seconded it. They approved it unanimously.

Howard Weiss-Tisman from Vermont Public made a comment that he would like to hear as much discussion on this topic and with regard to DVFiber in public session as possible, as opposed to executive session. Ms. Richards explained the protocol for when they go into executive session and noted they stay in public session as much as possible. The executive session included all Board Members; Mary Kay Raymond, Brad Lewis, and Zachary Burdick from Northwest; Matt Brown, Fletcher Kitrech, Pablo Parola, Jane Devou, and Tom Cecere from GWI; and Christine Hallquist, Rob Fish, and Alexei Monsarrat from VCBB. They went into executive session at about 11:19 and returned at about 11:56. No action was taken.

Ms. Groschner commented that everyone attending the meeting (virtually) should list themselves with their first and last names, but then said that only applies to the people who go into executive session. Ms. Richards reiterated

they went into executive session under the statue because they were discussing contractual matters that could put Northwest at a competitive disadvantage if it were discussed in open session.

V. DVFiber Grant Amendment

Ms. Richards asked Ms. Hallquist to address a comment that was made by Howard Weiss-Tisman that Ms. Richards said was in error. When Mr. Weiss-Tisman commented that he hopes the Board will do as much work in open session as possible, he also stated that the financial analysis included in the Board Packet states that DVFiber's business plan is not viable. Ms. Hallquist said that they always understood that this is a competitive environment, and over time some other companies would come in and cherry pick some of the best areas. DVFiber has a change in its business plan due to other providers coming in and picking up significant parts of their original business plan, which changed their business plan. They are not failing, they have adjusted to the changes that have occurred in their areas, and they have put together a very solid business plan moving forward. They have a request to change the grant conditions with a specific goal of creating a very solid and successful business plan with the changes.

Ms. Richards called for questions on anything that should be public and said they will go into executive session to discuss contractual matters. Gabrielle Ciuffreda, DVFiber Executive Director, requested that they go into executive session. Ms. Richards made a motion that they go into executive session under 1 V.S.A. s. 313 (a)(1)(A), which protects information concerning contracts where premature general public knowledge would clearly place the public body or person involved at a substantial disadvantage. Mr. Nelson seconded. Board Members approved it unanimously.

Ms. Groschner stated she believed they were going to be addressing amendments to an ARPA grant, and asked if the potential funding partners should be included in the executive session. She asked Ms. Ciuffreda to be judicious in who she includes in the executive session, to only include people who are pertinent to contractual matters. Ms. Ciuffreda confirmed she is. They went into executive session at about 12:07 and returned at 1:03. Executive session included all Board Members; Ms. Hallquist, Mr. Fish, and Mr. Monsarrat from VCBB; Ms. Ciuffreda, Ann Manwaring, and Steven John from DVFiber; Matt Brown, Fletcher Kitrech, Pablo Parola, Jane Devou, and Tom Cecere from GWI; Alex Rozek and Elly Vaughan from MacMountain; and Chris Perlitz from Municipal Capital Markets. No action was taken in executive session. Mr. Nelson left the meeting at 1:02.

Ms. Richards decided to move agenda item six Maple Broadband/WCVT Subrecipient Grant Application to the May meeting.

VI. VCUDA Update

Mr. Vietzke said they have a lot going on but that they could wait until the next meeting to give an update since they were out of time in the meeting.

VII. Public Comment – none

VIII. Board Review – Executive Session

Ms. Richards made a motion to move into executive session to discuss personnel matters under 1 V.S.A. s.313(a)(3) (3), authorizing a public body to hold an executive session to consider personnel matters. She requested that Ms. Hallquist and Ms. Clithero join Board Members. Ms. Groschner seconded. It was approved unanimously (Mr. Nelson was not present).

Action Items-none

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