



CVFIBER FINANCE AND AUDIT COMMITTEE
DRAFT MEETING MINUTES
Virtual Meeting via Teams
January 25, 2022

Members Present: Ray Pelletier (Northfield, Committee Chair); Tom Fisher (East Montpelier); Allen Gilbert (Worcester), Jerry Diamantides (Berlin), Christopher Shenk (Waterbury).

Called to Order: 6:34 by Ray Pelletier via Teams.

Additions or Changes to the Agenda:
None.

Public Comment:
None.

Approval of November 23, December 7, 2021 Minutes
Minutes were approved without objection.

Treasurer Report

Ray delivered the Treasurer's report prepared by Phil. The cash balance of \$853,946 consists of \$841,745 in three preconstruction grants, plus two administration grants totaling \$12,211. We also received a \$100 donation through the Snowball online credit processor.

Disbursements have included High-Level Design \$45,000, Legal related NRTC negotiations of \$1,000, Admin Services of \$667, Website work \$600, advertising for executive director \$1,479 and the \$1,000 treasurer stipend.

Grant Status; Construction Grant

Jerry provided an overview of the status of current grants with subsequent discussion; the submission of the Eligibility Application in advance of a Construction Grant application in the next two months, as well an overview of current contract negotiations with NRTC, WCVT, and WEC.

VCBB Town Matching Grant Program

Ray discussed the details as they exist in the RFP for Construction Grants for the VCBB to match town ARPA commitments. The max that the VCBB will match for the CVFiber District is about \$1.5 million and the deadline for the town commitment is 15 September.

Monthly Budget Forecast

Ray reported he was working with Phil to take the annual 2022 budget and spread it out over the 12-month year, revenues and expenses, so that we can evaluate how we are performing against the budget each month.

Internal Control Procedures

Ray presented the draft Internal Control Procedures that he and Phil had worked on, and had run by the CVFiber accountant. After discussion, Ray moved that the Finance Committee recommend the Internal Control Procedures to the Executive Committee for its adoption; seconded by Allen. Without objection the motion was approved.

Compilation Report

Jerry described discussions with the accountant about gathering in one place all of our financial data in one place for the period 2018 to 2021. It doesn't qualify as an audit, but it's called a compilation report she said. Ray said that CVFiber doesn't meet the threshold of expenditure of federal funds of \$750,000 to trigger a Single Audit. There was a discussion about whether the CUD statute requirement for an audit when the CUD became "operational" triggered an audit for 2021. After discussion, the group decided it would be best to check with VCUDA and legal counsel concerning the meaning of "operational" before proceeding with a Compilation Report with the accountant.

Finance Charter Review

Ray presented a draft of proposed changes to the Finance and Audit Committee charter. After a discussion with proposed amendments, Ray moved and Allen seconded a motion to send the proposed changes with amendments to the Finance Committee charter to the Executive Committee for its review and endorsement to the Board for approval. Without objection the motion was approved.

Other Business

There was no other business.

Adjourn:

- Meeting adjourned at 7:22 pm