

LAMOILLE FIBERNET COMMUNICATIONS UNION DISTRICT
EXECUTIVE COMMITTEE MEETING
Feb 17, 2021 at 7:00 p.m.
MINUTES

Attending Members: Jeff Tilton, Lea Kilvadyova, Jane Campbell, Larry Lackey, Doug Molde, Tim Humphrey, Michael Rooney

Guests: Lucy Rogers, Sam Lotto, Damien De Clerck

Call to order, changes to the agenda, public comment

Michael Rooney called the meeting to order at 7:01pm. Jane Campbell requested time to remind the members about the LFCUD electronic communications policy. Damien De Clerck, the new Governing Board member from Eden provided a brief introduction to the Committee.

(7:05) Damien leaves the meeting.

Electronic Communications

(7:05pm) Jane Campbell reminded the attending members that the policy regarding email communications is to not delete any LFCUD correspondence. The email server does not archive the emails by default, (an issue that is being attended to) therefore all communications must be left in the individual accounts in order to remain in compliance with the open meeting law.

Consent Agenda

Jane Campbell moved to approve the consent agenda. Jeff Tilton seconded. Approved unanimously.

Recommend Vendor Task Force (VTF) Appointments

(7:08pm) Larry Lackey provided an update regarding the members interested in VTF appointments, including (himself), Lucy Rogers, Kipp Verner, Carol Fano, Sam Lotto, and Steve Friedman. Larry noted that the VTF is limited to 5 members per the charter, and that Steve Friedman should be an alternate because his skillset would be a bigger asset with a near-future financing committee or task force.

Lea suggested recommending the aforementioned 5 members to the Governing Board for the appointment. Tim moved, Jane seconded. Further discussion: Sam Lotto provided an update on his decision to redeploy his efforts from the Tech Committee to the VTF, indicated other members of the Tech committee interested in other committees as well until a time when more effort is needed from Tech committee. Approved unanimously.

Discuss proposal for use of ValleyNet's Assistance

(7:17pm) Lea proposed requesting the ValleyNet assistance to review the LFCUD business plan, with emphasis on the pilot projects, as well as use ValleyNet's experience to support the Vendor Task Force.

(7:20) *Lucy joins the meeting.*

Michael expressed concern with receiving advice from entities with different operational/funding backgrounds. Jane moved to prioritize ValleyNet assistance in reviewing the business plan, specifically the pilot projects with recommended steps moving forward if possible. Doug requested clarification on the timeline of the business plan development. Lea noted the business plan is scheduled to be presented the following Wednesday at the Governing Board meeting, and would be conducted in executive session, as the presentation will include a discussion about potential contractual agreements. Tim suggested clarifying policy regarding marking said proprietary documents "confidential". Lea noted that the Deerfield Valley business plan has been made public, and that the LCPC has ownership of the Tilson produced feasibility study/business plan. Further discussion on means to share confidential documents without sending attachments. Jane noted Dropbox would be best for this. Tim seconded Jane's motion, with support from Doug. Passed unanimously.

Review CUD Collaboration Task Force Charter

(7:40pm) Jane recommended to change the first bullet point under "Task Force Responsibilities" to "Develop and recommend to the board a strategic, prioritized list of CUDs and towns to approach for exploration of potential partnerships" and noted that these tasks should be kept aligned with the Business plan task force and Vendor Task Force work progress.

(7:43pm) *Lucy leaves the meeting.*

Tim recommended adding "get direction from the Executive Committee or governing board". Under the "Structure" heading, Doug suggested the TF be charged with increasing the viability of both parties in any partnership. Larry suggested changing "viable" to "more effective", as moving forward is an assumption of viability. Doug added that the partnerships should increase the economical effectiveness through merger. Jane noted that efficiencies through merger would not necessarily be limited to economics, but broader in scope- construction, infrastructure, etc. Lea added that the Committee should consider sequencing the task forces to work most effectively, and that the stated and observed ambitions of possible collaboration partners should be taken into consideration. Larry suggested finalizing the formation of the task force now is important. Jane further added that we should establish the CUD Collaboration charter now, so that it is ready when we need it. Lea reminded the committee that open meeting law applies to all committees and task forces. Michael indicated that the need to collaborate is paramount, since our viability is not guaranteed otherwise. Jane reminded that we have not been shown to be not viable as is. Michael noted that the viability may not be known for years. Jane suggested forming the task force, but not assigning priorities. Lea added that completing the charter would allow time to seek the best leaders from the governing board for the task force. The group agreed that the timing for approving this charter was appropriate. Jane shared the aforementioned changes to the proposed charter to the attendees. Jane moved to accept the draft with the changes. Doug seconded.

Passed unanimously.

Finish Purchasing Policy Review

(8:10pm) Lea made the changes suggested by the Executive Committee to the proposed purchasing policy. She received no additional feedback prior to this meeting. Larry sought clarification for the statement under “Incidental Purchases” regarding if the \$200 is an additional (forth) threshold. There was discussion on what amount made sense for this type of incidental purchase. Larry gave examples of what might fall under this category including adding an email account for a new board member. Jeff moved to recommend the proposed purchasing policy to the governing board for approval. Jane seconded. Motion passed unanimously.

New Business

(8:15pm) A discussion followed on when newly appointed board members become effective. Doug will be replaced representing Johnson on Governing board. Lea indicated that while there is a latest time one may be officially appointed, she is not aware of a restriction on how early in the year a select board may assign a representative. The concern is with how that affects a board member serving in committees i.e. Executive Committee once they know they will be replaced. Lea suggested that, moving forward the select boards should include an effective date on their resolutions to appoint board members, and that the towns facing this issue can bring a revised resolution to the select board for this purpose. Tim advised that he, too will be replaced representing Cambridge.

Jeff asked Lea which company the NWCUD was working with to complete their feasibility study. Matrix. He then asked if the next governing board meeting- specifically the executive session which would likely include the Tilson business plan presentation- would be recorded for internal review, since the business plan would be proprietary in nature and therefore not required to be made public. Lea said she would look into the best way to document this. Michael suggested breaking up the meeting into two separate segments- one public and one executive session and recording them separately.

Doug thanked the group for their work in this venture. Doug moved to adjourn, Jane seconded. Motion passed unanimously.

Meeting adjourned at 8:26pm.

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