



## LAMOILLE FIBERNET COMMUNICATIONS UNION DISTRICT

### EXECUTIVE COMMITTEE MEETING

March 17, 2020 at 7:00 p.m.

### MINUTES Approved 4/7/2021

**7:00 Agenda Changes & Public Comment** The committee held a moment of silence for Lea Kilvadyova. Jane noted there should be changes to consent agenda including removing the RISI and NDA agreement approval and adding a discussion on this to the agenda. Larry requested a discussion regarding the Vendor Task Force title and member count. In addition, Jane noted there would be a change to the purchasing policy wording, necessitating a full discussion.

**7:05 Roll Call**- Present: Michael Rooney, Jane Campbell, Jeff Tilton, Tim Humphrey, Doug Molde, Tim Humphrey, Stephen Friedman (guest), Larry Lackey, John Meyer (guest), Paul Warden(guest), Jack Wool (guest)

**7:06 Consent Agenda** Jane move to approve Consent Agenda with modifications. Jeff seconded. Motion Passed.

**7:07 RISI/NDA Agreement** Jane explained some boilerplate NDA agreements do not align with VT open meeting laws/ public record, and regarding the proposed agreement with RISI, suggested waiting to sign until approved by legal advisors. Michael expressed concern with the stated scope of NDA, and agreed to work with RISI to make more specific. Jane will work on getting legal review. Larry noted that the NDA will be required for RISI to begin work, therefore the sooner it is completed the sooner work can begin. Jane recommended finalizing this agreement by a week from today so it can be presented to the Governing Board at the next meeting. NDA should be to protect the interests of both parties, especially the CUD. Jane moved to have the Committee appoint herself and Michael to attend to the abovementioned tasks, and send the revisions to the Executive Committee within a week. Tim seconded. Motion Passed.

**7:16** Lucy Rogers Joined

**7:19 Purchasing Policy** The policy needs to be amended to include language pertaining to how to handle if only one provider is available or is the only option. The proposed change to purchasing policy will be as written:

*The Governing Board may authorize a procurement process other than a standard RFP. Circumstances in which a procurement process other than a standard RFP are appropriate may include, without limitation:*

*a) where the public exigency or emergency for the requirement will not permit a delay resulting from competitive solicitation,*

*b) the item or service is available only from a sole source,*

*c) after a number of solicitations, competition is determined inadequate to yield a superior result for the CUD,*

*d) the prior experience and knowledge of the vendor relative to the CUD or the subject matter of the engagement is likely to yield a superior result for the CUD with regard to risk mitigation, efficiency, speed and value of insight.*

*e) due to the specific geographic location of goods or services sought, a standard RFP process is unlikely to yield a superior result for the CUD.*

Jane moved Executive Committee approve changes and recommend to governing board for approval. Jeff seconded. Motion passed.

**7:29** Larry notified the committee that the Vendor Task Force is suggesting changing the name to “partnership task force”, a more appropriate title for a group tasked with approaching potential partners for the venture. VTF asked EC to consider. Jane moved to change the name of the task force to Partnership Task Force. Doug seconded. Motion passed. Vendor Task Force also requests adding additional member to better spread workload amongst potential partnership discussions. In addition, it will be easier for two members to meet without it being a quorum. This would require a charter change. Steven Friedman is interested and provided a brief summary of his experience in finance and the market side of real estate development, specifically the financing of complicated public/private projects where there are funding holes. is interested. Jeff moved to recommend to Governing Board to amend the Partnership Task Force charter to allow 6b members. Jane seconded. Motion passed. Jane moved to recommend SF as 6<sup>th</sup> member to PTF Doug second . Motion passed.

**7:47 Ideas for Honoring Lea Kilvadyová’s Legacy** Larry suggested one of the best ways to honor Lea is to push for the success of the CUD. Jack suggested updating the LFCUD website with a dedication. The placement of a plaque was discussed. Lea has been the driving factor, got us to where we are. Jane will ask marketing and communication committee to spearhead website changes. Doug expressed the broad spread lea had on multiple projects will necessitate recognition beyond the CUD.

**7:56 Lamoille FiberNet Clerk Position** Jane moved to proceed into executive session citing that premature general public knowledge regarding contracting a clerk and discussions about the RISI agreement would clearly place Lamoille FiberNet at a substantial disadvantage. Jeff seconded the motion. Larry motion needs to include those not on the committee Jane changed motion to include “any board member on this meeting. Jeff approved. Motion passed.

**8:02** Public meeting of the executive committee ceased.

**8:41** Public meeting of the Executive Committee resumed.

**8:42 Other business-** Jane mentioned federal funding for broadband might be money going to towns directly or possibly at the county level. The situation is still unclear. Encouraged engaging with town selectboards. There was a brief discussion on best way to engage selectboards.

Lucy reminded need of getting towns resolution for board appointments by April.

**8:52** Motion to adjourn by Jane. Doug seconded. Motion passed.