

**LAMOILLE FIBERNET COMMUNICATIONS UNION DISTRICT
GOVERNING BOARD MEETING
December 22nd, 2021 at 7:00p.m.
Location: GMSS 93 James St, Morrisville
DRAFT MINUTES**

7:07 Call to Order: Jane Campbell called the meeting to order.

7:08 Roll call:

**Town Representatives and Alternates Attending
(V=Present and Voting, P=Present, A=Absent)**

Town	P/V	Representative	P/V	Alternate	P/V	Second Alternate
Belvidere	V	Carol Caldwell-Edmonds	P	Kipp Verner		
Cambridge	V	Sam Lotto	V	Teelah Hall	P	
Eden	A	Liza Jones	A	Damien De Clerck		
Hyde Park	V	Michael Rooney	A	Carol Fano	A	Jack Wool
Johnson	V	Charlotte Reber	P	Paul Warden		
Morristown	V	Jane Campbell	A	John Meyer		
Stowe	V	Stephen Friedman	A	Scott Weathers	A	Chris Foran
Waterville	V	Jeff Tilton	P	Lucy Rogers		
Wolcott	V	Bruce Wheeler	A	Mike Davidson		

Also Attending: Larry Lackey and Val Davis

7:10 Consent Agenda:

- Approval of the Primmer Piper bill
- Approval of Nicole Sancibrian bill
- Treasurer's Report
- Recent purchases (all already approved when PreC grant budget was approved):
 - Primmer Piper - bill #233767 - \$1,200.00 - legal fees.
 - Nicole Sancibrian CPA - invoice #5072 - \$733.99 - accounting services during November 2021.
 - We will soon invoice for remaining \$60,485 for PreC grant
- Updates
 - Other Updates:
 - we are asking Gov Connection for consulting assistance to set up the labeling system to work with a document retention plan. This will help us fully use the email and document storage system – the retention plan labeling is one main reason we chose the system we have.

- this may not be the time to submit a ReConnect grant; we don't have the info and we don't have the matching funds we'd thought we did.

Michael Rooney moved to accept consent agenda, Stephen Friedman seconded. All voted in favor.

7:11 Approval of minutes from Nov 17th: Jane recommended changes to the 11/17/21 minutes to:

- show more detail in our thought processes about decisions being made
- clarify that the MOU is with Northwest
- show that approving Val as VCUDA alternate was in consent agenda
- correct spelling of Damien's name
- note that all recent purchases were part of budgets already approved by the governing board
- show that all agreed to leave the fiber purchase specifics up to Val, Larry and Michael
- show that the budget changes mentioned were since the last version the board had seen
- note that Sam and Michael were to give input for Val on the policies, not to be the ones finalizing the policies
- the Elmore Selectboard presentation was about joining Lamoille FiberNet
- clarify that Val was included in the Executive Session
- clarify that the legal review changes were to be incorporated into the NWCUD MOU.

Paul Warden made a motion to accept the minutes as revised. Michael Rooney seconded. All voted in favor. Minutes approved.

7:20: Renting office space in Morrisville: Val advised that he has found an office in Morrisville in the old post office. The rent is \$650 per month. After discussion the board decided that it would be good to have a dedicated LFCUD office for meetings and work. Also the presence of a sign in the community would help to increase public awareness of LFCUD and provide some sense of legitimacy to our organization. The board decided that one year made more sense initially so the lease term will be one year. It was noted that the 2022 budget likely has enough funds to cover the lease expense, and Stephen Friedman made the motion to amend the budget to provide sufficient funds to establish an office in the old post office in Morrisville at \$650/month, plus the cost of an internet connection plus the cost of secondhand furniture, authorizing Executive Director Val Davis to sign the lease. Jeff Tilton seconded. All voted in favor.

7:34 Elmore joining LFCUD The Town of Elmore Selectboard voted in favor of joining LFCUD. We received the declaration letter. Larry Lackey made note of the fact that we have to put together a universal service plan to reach all addresses connected to the grid. LFCUD should receive the lion's share of State funding for Elmore as the majority of road miles are in the LFCUD coverage area. A small section of Elmore will be served by NEK BB as they are on Hardwick Electric. After discussion by the board, Michael Rooney made the motion to accept Elmore into Lamoille FiberNet CUD. Seconded by Carol Caldwell-Edmonds. All voted in favor. Motion passed.

7:37 Update – Other communities are interested in joining LFCUD: Val updated the Governing Board about conversations he is having with other communities interested in joining LFCUD. Val will be presenting to them on Jan 13th and the Partnership Task Force will be looking into the benefits and drawbacks of adding each community. PTF will make recommendations to the Governing Board after the Jan 4th PTF meeting.

7:44 Clarify authority of our VCUDA reps and alternates: Jane noted that during our previous Executive/Finance Committee meeting, it had come to light that we need clarification on the authority of our VCUDA reps: Jane Campbell, Michael Rooney and Val Davis. Val recommended that when a decision might have financial impact on the LFCUD that the decision needs to be approved by the board. For operational VCUDA board issues (voting for officers, etc.) no board approval is required. Carol

Caldwell-Edmonds recommended that “clarifying language” be created to be added to policies or bylaws. Val will draft the initial language before the first 2022 Executive/Finance Committee meeting for review.

7:50 Clarifying authority of Executive/Finance Committee: Val noted that during the previous Executive/Finance Committee meeting, it was brought up that we need clarification on the authority given to the Executive Committee. After board discussion, it was agreed that the existing bylaws give the Executive/Finance Committee the authority to “tentatively approve” actions on issues that are time sensitive. Those actions will still need the final approval of the Governing Board. Jane noted that for clarity some changes need to be made to the charter to define the Executive/Finance Committee’s authority. This is to be presented at the next Governing Board Meeting.

8:01 NRTC Financial Modeling Contract: Val advised the Governing Board of the pending agreement with NRTC to do financial modeling work for LFCUD. Val outlined reasons why an RFP was not needed for this service:

- We are in an MOU With NW FiberWorx CUD, which has already contracted NRTC to do their high level design, business plan and financial modeling so using NRTC would be most cost-efficient
- because of our partnership with NW CUD, we need our financial modeling to be a part of the same model using the same formulas.
- Also, NRTC was one of the original respondents to our RFP and scored very well on our decision matrix.

The NRTC Proposal is for \$40k and will include the scope of work that was put together by Larry Lackey. Stephen Friedman made the motion to authorize the Executive Director to enter into a contract with NRTC to do our financial modeling pending approval from the board chair Jane Campbell and the director of the PTF Larry Lackey, with the amount of the contract to not exceed \$50k. Paul Warden seconded the motion, all voted in favor and the motion passed.

8:02 Executive Session – PTF Update. Stephen Friedman made the motion that “We should enter executive session to discuss matters and contracts, the premature disclosure of which would be disadvantageous to the CUD.” Michael Rooney seconded. All voted in favor. A second motion was made by Michael Rooney to include current meeting participants including Larry Lackey and ED Val Davis. Motion was seconded by Carol Caldwell-Edmonds and unanimously approved by the board. Entered executive session.

8:40 Exit Executive Session: no action needed as a result of the Executive Session.

8:45 Meeting Wrap-up and Adjourn: Michael Rooney made the motion to adjourn, Jeff Tilton seconded. All voted in favor, meeting adjourned.