



**LAMOILLE FIBERNET COMMUNICATIONS UNION DISTRICT
EXECUTIVE AND FINANCE COMMITTEE MEETING
March 3, 2022 at 7:00 p.m.
Location: GMSS, 93 James St, Morrisville, VT
MINUTES**

7:02 pm Call to Order: Jane Campbell called the meeting to order.

7:04 pm 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	A	Carol Caldwell-Edmonds	A	Kipp Verner		
Cambridge	A	Sam Lotto	V	Teelah Hall		
Eden			A	Damien De Clerck		
Elmore	A	Brian Evans-Mongeon	A	Hans de Boer		
Hyde Park	A	Michael Rooney	A	Carol Fano	A	Jack Wool
Johnson	A	Charlotte Reber	A	Paul Warden		
Morristown	V	Jane Campbell	A	John Meyer		
Stowe	V	Stephen Friedman	A	Scott Weathers	A	Chris Foran
Waterville	V	Jeff Tilton	A	Lucy Rogers		
Wolcott	A	Bruce Wheeler	A	Mike Davidson		

Other Lamoille FiberNet attendees: Val Davis, Larry Lackey (also member of committee)

Public/Guests: Salvador Morales

7:05 pm Agenda changes & public comment: No changes

7:06 Approval of 2/17/22 minutes: Jeff Tilton moved to approve minutes as edited. Teelah Hall seconded. All were in favor.

7:07 pm Consent Agenda: Recent purchases are paying office rent and bookkeeper, bill from VT Dept of Labor (agenda change). Jeff Tilton moved to approve consent agenda; Stephen Friedman seconded. All were in favor.

7:09 pm Bill from Vt Dept of Labor: Jeff Tilton moved to approve the \$100 bill payment to VT Dept of Labor if needed. Teelah Hall seconded. All were in favor.

7:10 pm Legal Counsel Consideration: VCBB is looking for legal counsel due to their belief that the CUDs need better representation from law firms that have experience in the telecommunications space. Sean Kio reached out to a firm from D.C. and the retainer for that firm is \$5000. Val stated he believes that LFCUD should consider using that firm as well since NWCUD and LFCUD are working together. Anything below \$10,000 dollars does not require an RFP. Rob Fish said even if it does require an RFP, it would be waived due to the CUDs' partnership and the tight timeline. The rate for attorney Steve Coran is \$640/hour plus his legal assistant at \$400/hour. If senior level attorneys are needed, their rate is over \$1000/hour. The committee would like more information on the qualifications, background expertise of the firm Lerman Senter, other firms with the necessary expertise, tentative budget for scope of work, and they noted that the process needs to be documented.

7:28 pm Budget timeline and use of funds: The LFCUD currently has two grants and the responsibility to spend each one down by the end of June. Val has created an outline of how the funds will be spent. Currently there is \$57,219 that the CUD has not earned yet from the 2021 DPS preconstruction grant. Tilton will be paid approximately \$20,000-\$26,000. Also, Val has been looking into hiring a financial adviser. Also, Val brought up the need of a financial advisor for the CUD to act assist the CUD during the processes of financing when the time comes through commercial loans or bonding. Stephen Friedman responded that an RFP for a financial advisor (omnibus) is being developed by VCUDA which would be available to all the CUDs when they enter the bond market. Committee members asked Val to seek recommendations (e.g., from Burlington City Council) for financial advisors. Some of the grant funds that started on January 1, 2022, can be used for this process.

Val recommends that the CUD may need a business plan to meet the RFP requirements that VCBB set. Val will double check to see if a business plan is needed to meet those requirements. Val mentioned that LFCUD may need to pay NRTC another \$25,000-30,000 to do the high level design work again. Kevin from NRTC suggested that NRTC should not charge LFCUD anything for their work done to this point. The reasoning is due to missed deadlines and the model that NRTC did create was recycled and used with Northwest and NEK. The committee noted the need to document the process used to select NRTC and also the working relationship. Val will distribute VCBB's example of a business plan to the committee. Larry Lackey asked for Val to double check with NRTC or other CUDs with partners, about their executable project plan and if it covers the business plan. Val will determine if LFCUD's detailed design will meet the RFP threshold. The LFCUD is on track to spend the grant budgets down by June 30th. LFCUD is following the federal deadlines for both grants. The money from the grants cannot be given back and must be spent. The USDA grant will be depleted by continuing to use them for payroll.

7:45 pm Strategic Goals: The strategic goals have a deadline by the end of March in the USDA grant. The Governing Board will need to approve the final strategic plan. The plan for the Executive Committee is to bring your final thoughts regarding this plan on March 17th and then present to the Governing Board on March 23rd.

7:50 pm Working Group update: Val said that he, Sean Kio, Stephen Friedman, and Carol Caldwell Edmonds are part of a working group. This group allows for Val and the others to brainstorm and bring questions to the Executive Committee and Governing Board regarding ISP negotiations.

7:56 pm Executive Session: Stephen Friedman moved to go into executive session “In accordance with Title One chapter 005, sub chapter 002 BSA chapter 313, we find that premature general public knowledge of matters under discussion would clearly place LFCUD, or a person involved at a substantial disadvantage regarding contracts.” He included all members of the Executive Committee, Larry Lackey, Val Davis, and Sal Morales. Jeff Tilton seconded. All in favor.

8:31 pm out of executive session: There was no action to be taken as a result of Executive Session.

8:32 pm Meeting Wrap-up and Adjourn Jeff Tilton moved to adjourn, Teelah Hall seconded. All were in favor

8:32 pm – Meeting adjourned

###