



## LAMOILLE FIBERNET COMMUNICATIONS UNION DISTRICT

### EXECUTIVE AND FINANCE COMMITTEE MEETING

**April 21, 2022 at 7:00 p.m.**

**Location: Online Virtual Meeting**

### APPROVED MINUTES

**7:00 pm Call to Order:** Jane Campbell called the meeting to order.

**7:01 pm Agenda Changes & Public Comment:** Jane recommended moving Executive Director Update out of Consent Agenda. Val suggested discussing eligible and ineligible address issue as part of Partnership Task Force, but that is not a change in agenda. Chair asked for other changes; hearing none, called for approval to move ED Update from Consent Agenda. All in favor.

#### 7:01 pm Roll Call:

##### Committee Members Attending

(V=Present and Voting, P=Present, A=Absent)

P/V	Representative
V	Teelah Hall
V	Paul Warden
V	Jane Campbell
V	Stephen Friedman
V	Jeff Tilton
P	Larry Lackey

**Other Lamoille FiberNet attendees:** Val Davis, Lisa Birmingham

**Public/Guests:** Salvador Morales, LCPC

**7:05 pm Approve minutes from 3/03/2022, 3/17/2022 meeting and 4/7/2022:** Chair called for any changes to her recommended corrections circulated prior to meeting. Removal of underline on page 7 and a correction to name spelling requested. Chair requested a motion to approve

the three sets of minutes with all the requested changes. Jeff Tilton moved; Paul Warden seconded. The Chair called the vote; all in favor; none opposed; no abstentions.

**7:06 pm Consent Agenda:** (Recent purchases/Potential Purchases)

Val noted that recent expenses for trip to Providence and office supplies are within current approved budget. No other items for consent agenda. Jeff Tilton moved to accept consent agenda. Teelah Hall seconded; all in favor.

**7:07 pm Executive Director Update:** Val discussed how the work was going with NRTC and Tilton. NRTC agreed to prepare a proposal for financial modeling and high-level design; estimated cost at \$40,000. Currently do not owe NRTC anything. Tilton delivered its High-level Design which was due in January. Val said he discussed payment with Tilton; Tilton offered 5% off. Val told Tilton he didn't feel that 5% discount reflected what the three-month delay and batches of incomplete and accurate data cost LFCUD. Val pointed out that Tilton still hasn't delivered final information. Members discussed challenges with Tilton, noting outstanding items such as cost allocations for eligible and ineligible locations and amount of payment due.

**7:10 pm** In response to question regarding VCBB RFP, Val explained that VCBB revamped RFP for grants and as a result business plan must be revised to satisfy requirements. Will not be able to apply for construction grant until business plan passes muster. Raised concern that RFP may be needed. Members discussed whether RFP or Sole Source could be used; whether Tilton or NRTC should or could be used. Val said he would seek guidance from VCBB for RFP v. Sole Source.

**7:13 pm:** Larry Lackey joined.

Larry requested revisiting the conversation on NRTC and what we want them to do, if they are the right people to do it; noted some who had reviewed Tilton's work felt need to start over. The question of Sole Source should consider what beyond financial modeling NRTC would help us with. Val explained the ask of NRTC is to run various models reflecting served and unserved versus deploying to entire area, plus some additional reports, which was going to be paid on an hourly basis, and potentially a business plan as well. Another member proposed to package the NRTC request as they already have a relationship with Northwest, and LFCUD has an MOU with Northwest. A member commented that an updated business plan for the VCBB grant application would be more specific to partnership with Google Fiber, assuming we move ahead with that. Another member commented that since Northwest CUD is using NRTC for financial modeling and business plan, we have a good reason to hire NRTC to do the same work for us. Val will follow up with NRTC on a packaged proposal.

**7:19 pm Executive Director Update continued:** In response to question whether telcos could successfully apply for VCBB funds for areas already committed to CUDs, Val explained that telcos could submit proposals for universal service in communities represented by CUDs. He

noted a telco has submitted a request with a universal service plan for three Maple CUD communities, which may be favorably received by VCBB. Question raised whether a CUD with business plan for universal service could veto the proposal.

In response to question whether VCBB was supportive of the Chittenden County RPC request, Val said generally yes, they are waiting for more detail.

In response to question whether LFCUD is seeking a municipal advisor concurrently with VCUDA, Val explained that we are on hold, VCUDA is taking lead and is trying to work quickly.

In response to question whether Val is recommending Adtran or Calix for electronics and software solution, Val explained that he would be attending some sessions to learn more. Adtran appears to be substantially less expensive. Waitsfield Telecom uses Calix and a company called Zone. Val is leaning towards Adtran because of reputation and unlike Calix which requires a software license agreement, Adtran supplies hardware, and you pay for support license. A member commented that because the arrangement we are discussing with Google Fiber where we provide just dark fiber, the question of electronics is largely moot. Val noted that in future, we could stand up a parallel network that will have need for electronics and people to manage, and that Google Fiber uses Adtran and Zone. Chair said this issue would be one for Partnership Task Force, then this committee and Board.

In response to request for update on VCUDA Audit and municipal advisor RFPs, Val explained that Will Anderson may do statewide RFPs to support all CUDs.

Val also informed the Committee that he will be meeting with VLCT (Vermont League of Cities and Towns) to learn more about benefits of membership and various insurance offerings.

In response to question about what areas are and are not eligible for grant funds, Val alerted committee to maps provided in meeting packet.

The chair asked if there were any other updates or questions for Executive Director. A member wanted to revisit some details on Tilson's work product. A member noted that in Tilson's defense, the high-level design was a desktop, not field survey exercise. Val noted that Fred from Tilson responded that Tilson could not provide numbers for unserved and underserved within the whole area – as it was costly and impossible to separate out. Another member noted that such numbers were part of the scope presented to Tilson and now it seems they have refined the scope.

**7:33 pm Partnership Taskforce Update:** No additional update other than update of the ongoing contract negotiations. Chair requested a motion for executive session.

Jeff Tilton moved to enter executive session because premature general knowledge under discussion would place Lamoille FiberNet or people involved at a substantial disadvantage regarding contracts. Seconded by Stephen Friedman. The Chair called the vote; all in favor; none opposed; no abstentions.

Paul Warden moved to include in executive session the committee members, members of staff Val Davis and Lisa Birmingham and Sal Morales. Jeff Tilton seconded. The Chair called the vote; all in favor; none opposed; no abstentions.

**7:35 pm Entered into Executive Session.**

**7:55 pm Exit Executive Session:** The Chair described the actions coming out of the executive session as: at April 27 Governing Board meeting plan to review the estimated numbers and understand where we are in terms of contract negotiations, funding sources, and pros and cons and add Google Fiber discussion to the agenda for Special May meeting.

**7:58 pm Meeting Wrap-up and Adjournment:** Hearing no requests for further discussion or action, Chair requested a motion to adjourn. Jeff Tilton moved to adjourn; Paul Warden seconded. The Chair called the vote; all in favor; none opposed; no abstentions.

**8:00 pm Meeting Adjourned.**

###