



**LAMOILLE FIBERNET COMMUNICATIONS UNION DISTRICT
GOVERNING BOARD MEETING
March 23, 2022 at 7:00 p.m.
Location: GMSS, 93 James St, Morrisville, VT
APPROVED MINUTES**

7:03 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	V	Carol Caldwell-Edmonds	A	Kipp Verner		
Cambridge	V	Sam Lotto	A	Teelah Hall		
Eden	A	Liza Jones	A	Damien De Clerck		
Elmore	V	Brian Evans-Mongeon	A	Hans De'Boer		
Hyde Park	A	Michael Rooney	A	Carol Fano	A	Jack Wool
Johnson	V	Charlotte Reber	V	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

Public/Guests: Salvador Morales

7:06 pm Agenda changes & public comment: No public comment. It was suggested to drop Policy of drop installations from agenda and add review and approval of draft strategic plan. Also, the topic of join fiber Association of America was added to the agenda.

7:06 Approve 02/23/22 meeting minutes: Jane Campbell recommended these minutes be tabled due to needed revision. The revisions needed are grammar and more explanation of decisions and minute amendments.

7:08 pm Consent Agenda: Larry Lackey sent out the Treasurer's Report. The balance sheet shows \$66,000 as deferred revenue is the remained of the FY21 Grant from DPS. Also, on the Budget vs Actual, \$332,897 deposit is the NEK CARES Grant that the CUD assisted them with. Val Davis has no recent purchases. Val also would like each member to be in touch with their selectboards for the upcoming reassignment. Val will forward all the necessary paperwork for the reassignment. Paul Warden moved to approve consent agenda; Jeff Tilton seconded. All were in favor

7:09 pm Legal Representation: Executive Committee went over legal needs at their last meeting. Since NWCUD went forward with Lerman Senter, the Executive and Finance Committee has recommended that LFCUD put Lerman Senter on retainer. Stephen Friedman moved to begin a relationship with Lerman Senter, Carol Caldwell-Edmonds seconded. Brian Evans brought up the point that in situations where two CUDs have differing opinions, will Lerman Senter be able to represent both CUDs fairly. Val responded that the purpose of the current joint work group is that both CUDs need to have mutual agreement within the joint work group before anything goes to the attorney. If at any point the two CUDs are in different paths, then Lerman Senter could not be a reliable firm to go with. Stephen does believe that the relationship with Lerman Senter is appropriate currently due to both CUDs working to come to an agreement with Google Fiber. Val Davis noted that this attorney is specifically being used for this agreement, and that we will continue to work with Primmer Piper on other issues. Also, Val mentioned that the time-period for their use could be 3-6 weeks with a maximum dollar amount of \$25,000. Stephen brought up that the finalization of the deal could take much longer than 6 weeks and could cost over six figures. Jane asked the committee if it would be appropriate to agree that the maximum the CUD should spend during this initial contract is \$25,000. Once that is finalized the CUD will send it over to Google Fiber, who will then draft the first round of the MSA, which will then trigger another legal review, depending on how much needs to be changed. Stephen Friedman moved that the CUD approve entering a contract with Lerman Senter for the purposes of conducting a legal review of the term sheet, and that this contract will go through May and cost a maximum of \$25,000 and Carol Caldwell-Edmonds seconded. All were in favor.

7:23 pm Review and Approval of draft Strategic Plan: The plan will go through 2024 and is considered a live document. Val can change operational steps. When Val does change the timeline, he will need to notify Governing Board. Paul, Jeff, and Val are open to any input from Governing Board regarding the current plan. Val is looking for approval of this draft. Stephen Friedman will investigate the financial section in the document and report back in case he believes there need to be additional edits. Sam Lotto moved to approve the draft of the Strategic Plan. Charlotte Reber seconded. Brian Evans-Mongeon abstained. The rest of the committee was in favor.

7:28 Joining Fiber Broadband Association of America: Val brought up joining this association. The membership is \$1500. It provides resources, trainings, informational material, and a

conference on April 19th that Sean Kio is going to. Val believes this would be very beneficial. He will also bring more material to present to the Executive Committee. The \$1500 expense should fall into the budget, if it does not, Val will make necessary adjustments from other budget categories. Brian Evans-Mongeon brought up that there may be other associations that could be beneficial to the CUD. Val is only aware of Fiber Broadband Association of America that focuses on fiber. Brian asked Val to look at American Public Power Association. Carol noted that LFCUD has participated in a training from Fiber Association of America in the past. Val will investigate any other possible associations to join. Sam Lotto moved to allow the Executive Committee to make the decision on the \$1500 membership fee for LFCUD to join FBA. Carol Fano seconded. All were in favor.

7:34 pm PTF Update (Executive Session): Jeff Tilton moved to go into executive session after "making a specific finding that premature general public knowledge of matters under discussion would clearly place LFCUD, or a person involved at a substantial disadvantage regarding contracts." Stephen Friedman seconded. All were in favor.

Jeff Tilton moved to include Jeff Tilton, Jane Campbell, Paul Warden, Stephen Friedman, Val Davis, Brian Evans-Mongeon, Carol Caldwell-Edmonds, Charlotte Reber, Sam Lotto, Salvador Morales to be included in Executive Session. Paul Warden seconded. All were in favor.

8:15 pm Exit Executive session: Action items are the Full board will need to review and approve what the working group has been working on before it goes to Google Fiber. Val will have RISI review the Tilson data. Val will set up with Rob and Christine at VCCB to confirm how 60% funding is interpreted. Also, Val will have a conversation with Tilson on their work's long timetable and lack of reliable data.

8:16 pm Sam Lotto moved to adjourn; Paul Warden seconded. All were in favor.