

**LAMOILLE FIBERNET COMMUNICATIONS UNION DISTRICT
GOVERNING BOARD MEETING
May 4, 2022 at 7:00 p.m.
Online Virtual Meeting Only
Approved**

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

7:00 pm Agenda Changes & Public Comment:

Jane recommended adding to the Agenda appointment of Clerk to election of officers and converting the Partnership Task Force to a Partnership Committee to discussion of committees and Task Forces. Jane also noted that the Consent Agenda contained one item, the approval of \$40,000 expense for an updated business plan and high-level design. Said item was discussed at the April 27 Governing Board meeting and recommended for approval, but no vote was taken. Jane called for other Agenda changes. Hearing none, she asked for a motion to approve the recommended changes. Stephen Friedman so moved; Jeff Tilton seconded. The Chair called the vote; all in favor, none opposed; none abstained.

7:02 pm Roll Call:

Noting the annual appointments of members and new members, the Chair announced that Kipp Verner (Belvidere) was stepping down. Kipp clarified that his resignation would be effective after May Governing Board Meeting. The Chair reported that Damien DeClerck (Eden) and Chris Foran (Stowe) would no longer be board members and that member town Eden had appointed a new alternate, Freeda Powers. With Damien's resignation, Freeda is effectively Eden's representative. After welcoming Freeda, the Chair called the roll and identified voting members by town:

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	P	Carol Caldwell-Edmonds	V	Kipp Verner		
Cambridge	V	Sam Lotto	A	Teelah Hall		
Eden	A	Damien De Clerck	P	Freeda Powers		
Elmore	A	Brian Evans-Mongeon	V	Hans de Boer		

Hyde Park	V	Michael Rooney	P	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		
Waterville	V	Jeff Tilton	A	Lucy Rogers		
Wolcott	A	Bruce Wheeler	A	Mike Davidson		

Other Lamoille FiberNet attendees: Val Davis, Lisa Birmingham

Public/Guests: Salvador Morales (LCPC)

7:06 pm Election of Officers: Seeking nominations for Clerk, the Chair noted that the Executive Director, Val Davis has been serving as Clerk. Sam Lotto nominated Val Davis for Clerk. Stephen Friedman. All in favor; none opposed; no abstentions.

Jane Campbell called for nominations for Chair. Stephen Friedman nominated Jane Campbell. Sam Lotto seconded. Discussion followed. Sam thanked Jane for her leadership and noted continuity of leadership is important at this critical juncture. Jane noted she would continue for one more year. The Chair asked for further nominations; hearing none, she called for the vote. All in favor; none opposed; no abstentions.

The Chair called for nomination for Vice Chair. Michael Rooney nominated Jeff Tilton. Stephen Friedman seconded. Discussion followed; noting that Vice Chairs often become Chair after fulfilling their terms, Sam Lotto asked Jeff if he would like to become Chair; Jeff said he would. The Chair asked for further nominations; hearing none, she called for the vote. All in favor; none opposed; no abstentions.

7:09 pm Committees and Task Forces: The Chair opened discussion on the Executive and Finance Committee with a discussion of statutory and bylaw requirements, including staggered terms, and bylaw's limit of seven members, of which up to three could be at large. Reading from last year's minutes, Jeff Tilton shared current staggered terms as follows:

- Stephen Friedman – 1-year term
- Paul Warden – 2-year term
- Teelah Hall – 3-year term

Noting that only Stephen's term was up, the Chair asked if all members were interested in continuing to serve. All expressed desire to continue to serve. The Chair then asked if other members were interested in serving; Michael Rooney expressed interest in serving. A discussion of whether, when and how to expand the number of members on the committee ensued, including the complexity of future issues such as financing bonds and overseeing operations. Members noted that the Governing Board has 10 voting members and adding more members

to the Executive Committee which was already 7 members (5 voting) would make it a large committee. One member noted the need to keep the number of voting members an odd number, which would in turn result in adding two new members. A bylaw change would be needed to increase the number. Carol emphasized that need for continuity of knowledge during this critical time, and also when the committee splits into two separate committees (Executive and Finance), is important. Members then discussed whether and when it would be appropriate to separate the current EFC into two committees - an Executive Committee and a Finance Committee. Recapping the conversation as a discussion about splitting the Executive and Finance Committee into two committees in the near future, the Chair moved to table discussion on election of Executive Committee members and officers to coincide with the discussion of expanding the committee size and vote on bylaw change.

The Chair opened discussion on the Marketing and Communications Committee, identifying current members as follows:

- Charlotte Reber
- Paul Warden
- Carol Caldwell-Edmonds
- Jane Campbell, Chair
- Teelah Hall

Jane expressed willingness to serve on committee, but not to remain as chair. All members present expressed willingness to serve. Jeff Tilton expressed desire to join. Paul Warden moved to reappoint current members plus Jeff Tilton to the committee; Michael Rooney seconded. Hearing no further discussion, the Chair called the vote. All in favor; none opposed; no abstentions.

The Chair requested nominations for the committee chair or co-chairs. Carol CCE and Jeff expressed willingness to serve as co-chairs. Michael Rooney moved to nominate Carol CCE and Jeff as co-chairs; Paul Warden seconded. Hearing no further discussion, the Chair called the vote. All in favor; none opposed; no abstentions.

As voted, the Marketing and Communications Committee stands at:

- Charlotte Reber
- Paul Warden
- Carol Caldwell-Edmonds (Co-chair)
- Jane Campbell
- Teelah Hall
- Jeff Tilton (Co-chair)

Next, the Chair called for a discussion on the Partnership Task Force. The chair called members' attention to the Task Force's original charter and a proposal (circulated prior to the meeting)

for converting the Task Force into a permanent committee. The Chair requested a motion to convert the Task Force to a standing committee so the group could move to discussion. Jeff Tilton so moved; Sam Lotto seconded. Members discussed; members noted the importance of the work identifying and partnering with ISPs, the current activities and evolving role of the committee, the need to focus on operations and potentially other new committees. Members raised the potential to merge with the now-dormant Technology Committee and the possibility of sunsetting the Partnership Task Force. The Chair then withdrew her proposal to form a permanent committee until the June meeting and turned to the Partnership Task Force.

The Chair listed the current members of the Task Force as:

- Sam Lotto
- Carol Fano
- Larry Lackey (non-voting)
- Kipp Verner
- Stephen Friedman

The chair asked if members wanted to stay on the committee; all voting Task Force members that were present affirmed. Val noted that Lucy Rogers (absent) is also on the Committee. The Chair informed the Governing Board that Larry Lackey was stepping down from both the committee and as Treasurer. She further emphasized that both she and the organization were immensely grateful for Larry's expertise and hours he had dedicated to get Lamoille FiberNet to this really important transition point. Other members echoed their gratitude and praise. Larry confirmed his resignation effective at the next governing board meeting.

Larry and Jane then shared the various tasks and role of the Treasurer, as an officer and member of the Executive Committee. Jane called on Board members to consider recommending someone and Larry offered to support the transition.

The Chair then called for a motion to consider the Partnership Task Force membership. Paul Warden then moved to reelect the Task Force members; Michael Rooney seconded. Hearing no further discussion, the Chair called the vote. All in favor; none opposed; no abstentions.

The Chair then asked who would be interested in chairing the task force; Sam Lotto offered. Larry noted that the task force chair does not need to be voted on by the Governing Board; the Task Force can elect its own chair.

As voted, the Partnership Task Force stands at:

- Sam Lotto
- Carol Fano
- Kipp Verner (until the end of May)
- Stephen Friedman

- Lucy Rogers

7:44 pm Consent Agenda: The Chair then redirected attention to the Consent Agenda, which contained only one item, approval of \$40,000 for an updated business plan and high-level design. Michael Rooney so moved; Paul Warden seconded. All in favor; none opposed; no abstentions.

7: 45 pm Approval of 4/27 Minutes: The Chair then requested a motion to approve the Aril 27 minutes noting her recommended changes had been circulated in the meeting packet. Members noted need for corrections to spelling errors, Kipp as Belvidere's voting rep and attribution of the 8:47 motion and modification of the original motion authorizing the executive director to resolve concerns with the Tilson contract to Michael Rooney. Michael Rooney so moved; Paul Warden seconded. Hearing no further discussion, the Chair called the vote. All in favor; none opposed; no abstentions.

7:47 pm Executive Director Update: Val reported that he expected to meet the June 30 deadline for expending the grant funds. He also reported that after conferring with counsel and Tilson, an amicable exit was expected but that more detail could be discussed in executive session.

Val then updated members on the need for hub sites. University of Northern Vermont in Johnson and the Boy Scout Camp in Eden have been identified as potential sites; nine others are still needed. He encouraged Board members to examine the GIS layer to identify approximately where the design had located eleven hub sites and asked members to recommend locations. Val will be reaching out to Town managers to explore potential sites.

Finally, Val reported that there have been no new adverse posts from Cambridge residents.

7:51 pm ISP Partnership – Google Fiber: Val reported that he had shared the Board's response to the first round of negotiations with Google Fiber and is awaiting response; no additional news or need for further discussion necessary. Val recommended discussion on the Tilson contract negotiations.

Citing the need to further discuss the Tilson contract negotiations, Paul Warden moved to enter executive session after making a specific finding that premature public knowledge would clearly place the CUD at a disadvantage regarding contracts. Michael Rooney seconded. Hearing no further discussion, the Chair called the vote. All in favor; none opposed; no abstentions. Paul Warden then moved to recommend that all Board members present, plus Sal, Val and Lisa join executive session. Stephen Friedman seconded. The Chair called the vote. All in favor; none opposed; no abstentions.

7:59 pm Exited Executive Session: The Chair noted that no action needed to be taken as a result of executive session.

8:00 pm - Discussion of ARPA Funding: Paul Warden requested discussion on availability of towns' ARPA funding as other CUDs had explored. He shared two concerns that 1) bookkeeping would be a nightmare if LFCUD committed to spending member towns money only within the funding town and 2) \$1.5 million in VCBB matching funds could make ARPA funds worth revisiting. Members discussed how to determine which Towns had received ARPA funding and what discretion Towns had to dedicate to broadband. Members noted that Stowe and Elmore had already committed their funds, and that LFCUD needed every dollar it can raise. Members identified ideas to dedicate Town funds to broadband projects within the towns such as underground costs on town roads and residential drops. Val offered to reach out to Town managers to see what their thoughts are on any commitments. The Chair recommended that members forward ideas to Val.

8:08 pm Discussion Media and Public Relations Policy: The Chair requested that this discussion be tabled; invited members, particularly new members, to review the policies.

8:10 pm Adjournment: Having completed the Agenda, Paul Warden moved to adjourn; Charlotte Reber seconded. The Chair called the vote. All in favor; none opposed.

8:00 pm Meeting adjourned.

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