



LAMOILLE FIBERNET COMMUNICATIONS UNION DISTRICT
EXECUTIVE & FINANCE COMMITTEE MEETING
June 2, 2022, at 7pm – 8:30 pm
APPROVED MINUTES

7:00 pm Call to Order & Roll Call: Jane Campbell called the meeting to order, then called the roll.

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

Other Lamoille FiberNet attendees: Val Davis, Lisa Birmingham

Public/Guests: Salvador Morales, LCPC

7:03 pm Agenda Changes: Jane recommended that the committee postpone discussion of two agenda items - the Mid-year Budget and Standing Committee and Bylaw Changes committee to the next meeting, noting that the EFC should be prepared to make recommendations in advance of the June 22 Governing Board meeting. Stephen Friedman moved the two agenda changes; Paul Warden seconded; the Chair called for discussion. Noting no discussion, she called the vote; all in favor; none opposed; none abstained. Stephen Friedman recommended that a reminder be sent to the entire Board to review and comment on the proposed committee and bylaw framework.

7:05 pm Public Comment: No public comment.

7:06 pm Consent Agenda: No items for consideration.

7:07 pm Approve Minutes from May 19, 2022: Jane noted that she had shared non-substantive changes (e.g., typos) with Lisa earlier. Val raised a concern that as drafted the minutes could lead to a misinterpretation of the timing and process for extending the RFP deadline. Val explained that no company had responded to the RFP when the deadline was extended.

Rather, potential applicants submitted letters of intent to respond, two of which asked if the deadline be extended. Val further explained that the NWFx and LFCUD's decision to extend the deadline applied to all potential respondents and that the revised schedule was publicly posted on Bidnet and other locations. In this way, all respondents were treated the same. Paul Warden pointed out that minutes regularly get modified to clarify intent of what was discussed, and that this clarification is not changing the intent of what was said. The committee then discussed the need to revise the May 19 minutes versus rely on the current minutes for any clarification. Members also discussed the merits of detailed minutes versus just reporting the topics and the formal action taken.

Jane then proposed a motion to approve the minutes as written, with these changes (noted in red): "Five companies ~~responded~~ notified us of their intentions to submit proposals to the Design Build RFP; two potential applicants requested extensions. Val advised that he recommended ~~modifying~~ modified the RFP..." Further discussion ensued.

Teelah moved to accept the minutes with the clarification as offered by Jane; Stephen Friedman seconded. The Chair called for discussion; hearing none she called the question. Three in favor; one opposed; none abstained. Noting that the vote was not unanimous, the Chair called the roll:

Stephen Friedman – Aye
Teelah Hall – Aye
Paul Warden – Aye
Jane Campbell – Opposed

The motion was approved. Following the vote, the committee continued to discuss the need for robust discussion of issues, the need for transparency, and the pros and cons of detailed minutes versus simple recaps of committee action. The consensus was that the main points of discussion and action taken should be reflected in the minutes.

7:30 pm Executive Director Update: Val supplemented his written report noting that VCUDA is actively considering responses to the RFP for Audit services. Val shared that the CUD might get a better rate working through VCUDA and an independent auditor would cost roughly \$20,000. Jane noted that because operations and customer activations were unlikely to begin this year, the need for an audit was no longer urgent. Further noting the significant LFCUD workload, Jane emphasized the need to prioritize LFCUD's workload. Val and Jane then shared with the committee that Val had been tasked with proposing additional LFCUD staffing recommendations, such as an operations manager or chief operating officer position, for the next meeting along with wither recommended budget changes. The committee then discussed continuing to build organizational capacity for the anticipated activity and growth.

7:46 pm Treasurer Position & Recruitment: Val reported some progress in identifying candidates and wanted the committee's input on whether to pay a salary or a stipend. The committee discussed the merits of compensating a treasurer as an employee versus contractor; Val noted that according to the VT Dept. of Labor, it needs to be an employee position. The consensus was a stipend was preferable and no motion was necessary as the recruitment of

a treasurer was within the purview of the Executive Director.

7:54 pm Wrap Up & Other Business: The Chair recapped the agenda items for the next meeting: 1) Budget Adjustment, 2) Standing Committees, 3) Chief Operating Officer and other staffing recommendations, 4) Record Retention plan (if ready), 5) Design Build RFP Vendor selection, 6) status of ISP Agreement, and 7) Governing Board Agenda. Paul Warden and Stephen Friedman both commented on the EFC's need to review and approve the Task Force's recommendation for both the Design Build RFP and the Google Fiber Agreement before it was presented to the Governing Board.

Hearing no more discussion, Teelah Hall moved to adjourn; Paul Warden seconded. All in favor; none opposed; none abstained.

8:02 pm Adjourned.

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