



LAMOILLE FIBERNET COMMUNICATIONS UNION DISTRICT

EXECUTIVE & FINANCE COMMITTEE MEETING

June 16, 2022, at 7pm – 8:30 pm

AGENDA

APPROVED MINUTES

7:01 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
A	Jeff Tilton

Other Lamoille FiberNet attendees: Val Davis, Lisa Birmingham

Public/Guests: Salvador Morales, LCPC

7:03 pm Agenda Changes & Public Comment: No agenda changes were recommended; no public comment requested.

7:03 pm Consent Agenda: No items on the consent agenda

7:04 pm Approve Minutes from June 2, 2022: Paul Warden moved to approve the draft minutes; Stephen Friedman seconded. All in favor; none opposed; no abstentions.

7:05 pm Executive Director Update: In addition to the written update, Val informed the committee that he had received the first round of the master services agreement and exhibits from our potential ISP and had forwarded to outside counsel Lerman Center for review; the next step will be scheduling a joint work group. He also informed the committee that NRTC continues to work on the business plan and financial modeling; the final report may be slightly delayed.

Stephen Friedman asked about the timing of the PTF's review of the MSA, which Val clarified was dependent on counsel's schedule and that he would confirm the estimated turnaround time. Jane

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asked if the build was still on schedule, noting the budget had anticipated an August start; Val estimated an October November start.

Val also shared that all the paperwork had been submitted to the bank, however, online access was still not available, and he was waiting to hear from the bank about next steps.

The committee had a brief discussion about the recruitment of a Treasurer and the available stipend. The Chair asked committee members to do outreach and Val to post the position on the website and Front Porch Forum. Val also asked committee members to amplify the paid position with VCUDA, which was included in the meeting packet.

Next, there was a discussion about the timing for recruiting an auditor and which years would be covered. While no audit was required for 2021, Val noted it may be beneficial for future grant to build a history for 2020 and 2021. Noting the high demand for audit firms experienced in federal grants, Val had been making inquiries with firms and is also prepared to issue an RFP. Nicole Sancibrian had provided feedback on the draft RFP and Val would submit for legal review.

7:18 pm Partnership Task Force Update; Northwest FiberWorx Partnership: Val informed the committee that three finalists had been notified and asked to provide supplemental responses by June 20. A Partnership Task Force meeting was scheduled for June 21. A discussion about whether the Executive Committee wanted to review the PTF recommendation before it went to the full Board then ensued. Val clarified that the vendor selection and the negotiation of the vendor agreement were two distinct steps and that the immediate review and decision was the vendor selection. The Chair recapped the consensus, which was that the EFC did not need to review the PTF's recommendation; instead, the recommended vendor selection could go straight to the Governing Board.

Hearing no further discussion on the RFP Update, the Chair then requested consideration of an executive session to discuss the concerns with the memorandum of understanding. Stephen Friedman moved to enter executive session to discuss the memorandum of understanding and related matters, the premature disclosure of which would be potentially damaging to the CUD. Paul Warden seconded. All in favor; none opposed, no abstentions. Stephen Friedman then moved to include in the executive session Jane Campbell, Paul Warden, Teelah Hall, Stephen Friedman, Val Davis, Sal Morales, and Lisa Birmingham. Teelah Hall seconded. All in favor; none opposed, no abstentions.

7:29 pm The committee entered Executive Session.

7:49 pm The Committee exited Executive Session. No action stemmed from executive session.

7:49 pm Regulatory Compliance: The Chair referred the committee to the meeting packet which outlined a proposal to update the compliance capacity, identified the need for expertise and compliance trainings for the governing board and staff. She shared a list of current activities and expressed concern that the compliance responsibilities were loaded onto a single person, which in turn was sensitive personnel matter requiring discussion. Paul Warden moved to go into executive session to discuss the personnel matter, disclosure of which would put the CUD at a disadvantage.

Stephen Friedman seconded; All in favor; none opposed, no abstentions. Paul Warden further moved that the executive session include session Jane Campbell, Paul Warden, Teelah Hall, Stephen Friedman, Val Davis, Sal Morales, and Lisa Birmingham. Stephen Friedman seconded. All in favor; none opposed, no abstentions.

7:52 pm The committee entered Executive Session.

8:06 pm The Committee exited Executive Session. No action stemmed from executive session. Michael Rooney joined the meeting.

The Chair reintroduced her proposal to schedule compliance training relating to government funding and public records, then reassess and reprioritize strategic activities and milestones considering the trainings. Val recommended asking the VCBB, which had organized the CUD accelerator and could bring in state and federal specialists, to organize a large-scale training for all CUDs. Val agreed to follow up with VCBB to schedule.

8:10 pm Midyear Budget Adjustment and Staffing Recommendations: In light of volume of current and planned activities, Val shared a revised grant budget which included a few adjustments, the most significant of which was a new full-time position for an operations project manager. The position would help manage many of the compliance issues and oversee construction, and post construction, network maintenance and installations. Members discussed the salary and benefits. Consensus was that the position was needed, and that Val would seek additional input from Randy Tomlin on the job description and from legal counsel on compliance with any posting processes. The new position could be funded within the current grant budget by reallocating underspending from the Pole Survey budget. Val also addressed some additional adjustments, such as memberships and construction insurance, based on updated forecast of anticipated costs.

Stephen Friedman moved to recommend the creation of the position of Operation Project Manager, or as subsequently renamed after Randy's review, and the amended budget, to the Governing Board for its approval. Paul Warden seconded. The Chair called the question; all in favor; none opposed; no abstentions.

8:25 pm Wrap Up & Other Business. The agenda for the upcoming Governing Board was discussed; it was agreed to postpone discussion and decisions regarding standing committees and bylaw changes due to other pressing items until later in the summer. Paul Warden so moved; Stephen Friedman seconded. All in favor; none opposed, none abstained. Other agenda items included : RFP recommendation from the PTF, update on the Design Build RFP.

Stephen Friedman moved to adjourn; Paul Warden seconded. All in favor; none opposed, none abstained.

8:33 pm Adjournment.