



**LAMOILLE FIBERNET COMMUNICATIONS UNION DISTRICT
GOVERNING BOARD MEETING
August 24, 2022 7:00 pm - 8:30 pm
Online Virtual Meeting Only
Approved Minutes**

7:00 pm Call to Order & Roll Call: The Chair called the meeting to order and called the roll. Members present and voting were as follows:

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				
Cambridge	V	Sam Lotto	P	Teelah Hall (joined 7:46)		
Eden	A		A	Freeda Powers		
Elmore	A	Brian Evans-Mongeon	V	Hans de Boer	P	Randy Tomlin
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 (joined at 7:01)	A	Lucy Rogers		
Wolcott	A	Bruce Wheeler	A	Mike Davidson		

After completing the roll call, the Chair noted that Wolcott members Bruce Wheeler and Mike Davidson had resigned.

Other Lamoille FiberNet attendees: Val Davis, Lisa Birmingham

Public/Guests: Alek Fleury (St. Albans Messenger), Carey Earle (Eden appointee)



7:01 pm Jeff Tilton joined the meeting Moved or public comment.

7:02 pm Agenda Changes: The Chair proposed adding the Treasurer's Report before the Executive Director's update. No other agenda changes were requested. Sam Lotto so moved; Michael Rooney seconded. All in favor; none opposed; none abstained.

7:03 pm Public Comment: Public comments requested; none offered.

7:03 pm Approval of Minutes: The Chair requested a motion to approve the July 27 minutes noting one typographical correction. Stephen Friedman so moved, Randy Tomlin and Jeff Tilton seconded. All in favor; none opposed; none abstained. The Chair then requested a motion for the August 3 minutes; Jeff Tilton so moved; Stephen Friedman seconded. All in favor; none opposed; Brian Mongeon abstained because he was not in attendance.

7:05 pm Treasurer's Report: The Chair noted that Mark Schilling was on board and had prepared the reports. There was no discussion or questions.

Prior to beginning the Update, Carey Earle introduced herself as the newly appointed representative from Eden. The Board welcomed Carey and Val offered to make sure all proper paperwork was completed.

7:06 pm Executive Director Update: Val informed the Board that NRTC expected to have a new model next week and meeting was scheduled for Tuesday. Val further explained that LFCUD could not move forward on the design and build contract with NRTC until the Board acted to give NRTC direction. The prior plan needed to be retooled, and the first priority is to wade through the eligible addresses to get a realistic number.

The Chair asked about the Waterbury and Underhill inquiries. Val noted there was no timeline and that did not think adding Waterbury would make sense because it didn't have a lot of addresses or would not add a lot of grant dollars but should let them know one way or the other what we are doing. Underhill had not made a specific formal request and was going to schedule a select board discussion.

Jane noted that geographical connections were important and that we should see once the maps and NRTC's information is sorted out. Brian Evans-Mongeon noted that Elmore and Wolcott are



in two CUDs and that Waterbury, which was also a member of CVFiber, may be like Elmore, in need of two CUDs.

7:13 pm Google Fiber Master Services Agreement and Contract Negotiation: The Chair opened the discussion; Michael Rooney asked if the agenda item included a discussion about the VT Digger article. The Chair said it could include discussion talking points and communications plans and noted that the Marketing and Communications Committee is working on the draft letter to member towns included in the Board packet.

Carol Caldwell-Edmonds proposed offering a motion to enable each member of the Board to vote and express their views. Specifically, she moved to accept the actions of the Executive Director Val Davis, and his final communications with Google Fiber as representative of the intent and will of the full Board. Brian Evans-Mongeon seconded for purposes of discussion.

Carol Caldwell-Edmonds expressed her inclination to vote no and was eager to hear from others. She expressed her view that the Board did not vote on whether to compete a deal with Google Fiber at the end of the special meeting because the staff advised a vote was not needed, and as it turned out, that was the last change to vote on approving the partnerships as a Board. She noted that the spreadsheet presented to Google was not presented to the Board on August 3rd, and was not accessible until August 22, until after the partnership was no longer possible. She shared that she had spoken with Sean Kio of Northwest Fiberworx, who explained that there was no path forward for NWFX without Lamoille or another town to provide adequate density. She encouraged the Board to consider alternative plans, working more with the VCBB, and others, and urged every Board member to express their views. The Chair noted that the agenda item the Google Fiber Master Services Agreement, not other options.

Val recapped the history of the Google Fiber proposal and Northwest Fiberworx partnership. After being asked to restate the motion, the Chair resumed discussion on Google Fiber.

Jeff Tilton asked how much research was done into a combined districts and if sharing costs would prove it's not viable. Val explained that he had asked NRTC and Sean Kio, and both said combining the two districts would flip both CUDs upside down.

Val requested an opportunity to address Carol's concern and recapped his actions following the August 3rd meeting. Carol requested, and the Chair agreed, to hear from the rest of the Board.



Randy Tomlin affirmed Val's actions and outcome was consistent with his understanding.

Paul Warden asked for clarification on whether LFCUD or Google terminated the negotiations. Sam Lotto affirmed.

Carol clarified that her concern that the Board did not act, and that Val acted before the information was available to the Board and without coming back to the Board.

Sam Lotto noted that Val was instructed to continue down the path of the negotiation, supply Google with further information and that course was very transparent. He asked what vote was required of the Board.

Val addressed the timing issue explaining that NRTC had to remove live proprietary data from the back end, before forwarding to Google; the numbers were the same.

In response to Sam Lotto's question, the Chair noted Carol's citation to 30 V.S.A. § 3057 and explained that whatever proposal came out of the negotiations needed to be approved by the Board. As it turns out, Google Fiber pulled out, so there was no negotiated proposal to approve. The Chair then asked for new comments or questions.

Stephen Freidman affirmed that Val did what the Board asked continue negotiations with the additional information we had, and following that, the deal cratered.

Charlotte Reber seconded Stephen's comments and asked why the Board was revisiting. Carol clarified again that because the Board did not vote before, she wanted the opportunity in the public record what individual members think and to have the discussion.

Michael Rooney affirmed Val's course of action and the outcomes as his understanding.

The Chair asked for final comments, hearing none, called the question. Brian Evans-Mongeon raised a point of order and explained because Randy Tomlin, not he, was at the August 3 meeting, that Randy would vote on this motion.

The Chair acknowledged and called the roll of member towns present:

Belvedere – No
Cambridge – No
Elmore – Yes
Hyde Park – Yes



Johnson – Yes
Morristown – Yes
Stowe -Yes
Waterville – Yes

The motion passed.

7: 43 pm Northwest FiberWorx Update: - To update the Board, Val noted Sean Kio’s letter terminating the current MOU and explained that Northwest FiberWorx was not interested in being financially tied to LFCUD but was still interested in working together and sharing resources.

7: 46 pm Teelah Hall joined the meeting.

Sam Lotto offered that if there was an opportunity to work together, even a financial model that shows is a good path forward for both, then LFCUD should keep the door open.

Brian Evans-Mongeon asked if the Board needed to act on the termination, if it was automatic, or there is a timeline. And second, he asked what impact it had on the PTF.

The Chair said it is 30-days written notice; Val received the notice Tuesday.

Brian offered that the timeline leaves the door open if we want to maintain an MOU and renegotiate the term, and whether a new or renegotiated MOU, the PTF would still be the appropriate body to so resolve.

Sam Lotto noted that the PTF serves at the pleasure of the Board and would be open to redirection. The committee was currently working with NRTC and had other activities.

The members then debated whether a motion necessary to direct the PTF before the MOU expired, or whether to let the MOU expire, including whether an MOU was necessary to collaborate with NWFX and other CUDs.

After discussion, Brian Evans-Mongeon made a motion that we accept the notification from Northwest relative to the termination of the MOU. Carol Caldwell-Edmonds seconded. Hearing no further discussion, the Chair called the vote. All in favor, none opposed, none abstained.



Brian Evans-Mongeon then moved to authorize the PTF and Executive Director to continue discussions with Northwest for the purposes of coming up with some understanding of cooperation between the two organizations moving forward the details to be worked out by the PTF. Sam Lotto seconded.

Jeff Tilton questioned why Northwest in particular, why not all CUDs and recommended letting the MOU expire. Carol said she favored the motion noting that it was important to return the courtesy and acknowledge the people who worked hard with us to make something work. Randy supported working with Northwest and broadening efforts statewide and with state staff to learn and help us through the process.

Brian clarified that reaching back out to Northwest doesn't preclude working with VCUDA or others, and that it would be beneficial given the relationship over the last couple of years.

Acknowledging the geographic proximity and density of Lamoille and Northwest, the Chair called for final comments before reading the motion. Sam Lotto recommended if the motion passed that the PTF would need to prioritize given its current work. After comments from Carol Caldwell-Edmunds on alternatives to Google Fiber, Stephen Friedman noted his preference for focusing on the new direction, new design, and action plan, rather than a new MOU.

Jeff Tilton moved to table the motion. Randy Tomlin seconded. After determining the tabling takes precedence over Brian Evans-Mongeon's pending motion, and is nondebatable, the Chair called the vote. A no vote triggered a roll call.

The Chair called the roll of member towns present:

Belvedere – Yes
Cambridge – Yes
Elmore – No
Hyde Park – Yes
Johnson – Yes
Morristown – No
Stowe -Yes
Waterville – Yes

The motion to table carried. A brief discussion about whether and how to communicate with Northwest ensued.



8:11 pm NRTC Updated Business Plan: At the Chair's request, Val shared an overview of the work with NRTC, which is to develop a viable business plan based on service area, and the goal of the evening's discussion, which Val proposed was to task him to work with NRTC to prioritize identifying the eligible and ineligible addresses. The unserved and underserved addresses are eligible for grant funds. Randy proposed, and Brian Evans-Mongeon moved, to broaden the directive to instruct Val to engage NRTC with the purpose to develop a financially viable business case, with priority given to unserved and underserved, and come back to the Board. Stephen Freidman seconded.

Michael Rooney asked if VCBB rather than NRTC should be doing this work. Staff explained that while we needed to rely on certain VCBB data, NRTC would develop the Act 71 compliant business plan and help identify discrepancies in the data to develop a more accurate plan.

Carol Caldwell-Edmonds requested that the financial modeling and at a be available to Board members, on SharePoint or other appropriate source. After asking staff to make information available, the Chair reiterated the motion and called the question. All in favor; none opposed, no abstained.

8:22 pm Other Board Matters and Wrap Up: The Chair requested input for wrap up discussion or items for next meeting. Brian Evans-Mongeon asked about the timing and method for providing notice of special meetings. Members briefly discussed how to communicate notice of special meetings, whether to use personal emails or cell phones as secondary measures. The Chair asked staff to get legal guidance.

Having completed the Agenda, the Chair requested a motion to adjourn. Michael Rooney so moved; Paul Warden seconded. The Chair called the vote. All in favor; none opposed; none abstained.

8:28 pm Meeting adjourned.

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