



**Governing Board Meeting**  
**January 25, at 7:00 p.m.**  
**Location: 31 Lower Main Street Morrisville, VT 05661**  
**Online Virtual meeting**  
**Draft Minutes**

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

**7:01 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				
Cambridge	V	Sam Lotto	A	Teelah Hall		
Eden	V	Carey Earle				
Elmore	V	Randy Tomlin				
Hyde Park	V	Michael Rooney	P	Carol Fano (joined 7:15 pm)	A	Jack Wool
Johnson	V	Charlotte Reber	P	Paul Warden (joined 7:11 pm)		
Morristown	V	Jane Campbell	A	John Meyer		
Stowe	V	Stephen Friedman	A	Scott Weathers		
Waterville	V	Jeff Tilton				
Wolcott	V	Andrew Ross				

**Other Lamoille FiberNet attendees:** Val Davis, Lisa Birmingham, Fabian Bourgeois

**Public/Guests:** Christine Hallquist, Lucy Rogers

**7:01 pm: Agenda Changes & Public Comment** The Chair asked for agenda changes; Michael Rooney had included some commentary on rural broadband business model viability in the board packet and agreed to defer the discussion until the next meeting. The Chair then asked for public comment. She suggested to Board members that when speaking they consider that the public is in the room and treat everyone with respect as if the public was there. There were no other comments.

**7:05 pm Approval of December 14 Minutes:** Before requesting a motion to approve the December 14 minutes, Jane noted that she had shared some typographical corrections, and had two substantive clarifications. The first one relating to Val's statement that a data backup policy wasn't possible, that we reiterated the importance of uploading documents to SharePoint as soon as they are not draft is important. The second related to the discussion of the role of the Board and Randy's comment about expecting board members to show quote allegiance to any decision approved by vote. One person offered an opinion on the difference between supporting the CD and offering allegiance to board decisions were not the same and they asked that the discrepancy be noted in the minutes. With those two substantive changes, Jeff Tilton moved the adoption of the minutes, seconded by Carey Earle and Sam Lotto. All in favor; none opposed.; none abstained.

**7:07 pm Treasurer's Update:** Mark Schilling referred members to his Board packet, noting the internal financial controls checklist which should be done on an annual basis. The financial questions are complete and sections on payroll and property and equipment and information systems require assistance from staff to complete. He then noted that we are doing set up work with Batchelder Associates, our external auditor. He also reported that while our accountant had suggested an audit of 2021 might not be necessary, the auditor agreed with us that this would be worthwhile documentation when we apply for bond financing. Finally, he noted that the check list and the December check detail warrant was in the materials.

Jeff Tilton asked if anything needed to be communicated to employees or volunteers about the fraud prevention policy because it was not checked on the checklist. Noting that the policy had been approved on September 2, Mark appreciated the correction for the checklist. Hearing no further questions, the Chair thanked Mark and members for their diligence.

**7: 12 pm VCBB Update – Christine Hallquist, Executive Director:** Christine thanked the board and noted that the VCBB was doing everything to get as much funding as possible for the grant program. She was proud of the staff's work in terms of challenging the FCC broadband maps. VCBB challenged approximately 43,000 additional addresses, which if successful could be helpful in the how much BEAD funding was available to Vermont.

Christine spoke about the availability and flexibility of \$30 million in state match dollars, currently included in the VCBB's middle mile application, then provided an overview of the state of broadband (64,000 addresses covering an estimated 8000 miles) and CUD solutions and business models in Vermont. She then spoke of the challenges CUDs like Lamoille will face, including only 60% funding of the network, the continued build-out by incumbents, and the need to build contingencies into our plans. Andrew Ross asked whether there was any flexibility in the 60% funding; Christine said that, and if there is a compelling case she is willing to work with the CUD, but the Board makes the decisions. Lisa asked about anticipated legislative changes; Christine was hoping for more flexibility in the state match for grants, not just the middle mile grant, but the House Energy Committee did not support. Stephen Friedman asked about whether factors such as above average underground costs might afford some latitude in allocations or business plan assumptions. Christine recognized that Lamoille, particularly Stowe and another town had 30% underground versus a state average of 7%, such factors might be

considered.

**7:30 pm Executive Director's Update:** Val did not have any updates to his report. Jeff Tilton requested comparison of approved versus amended budget so we could more easily see the differences. Jane asked if the expectation was an approval of the draft budget. Val clarified that this a draft and that the draft budget was just an FYI, because we are at a fork in the road and finalizing a new budget was premature, however the updated information does reflect the money currently available to LFCUD. Jane asked about personnel changes and agreed to discuss at next Executive Committee Meeting. Val further noted that the LFCUD had a NDA with the VCBB.

**7:35 pm PTF Update: RFP for Network Operations and Maintenance and Internet Service Provider:** PTF Chair Sam Lott reviewed the RFP process and criteria with the full Governing Board, including the decisioning making process which would be a recommendation by the Partnership Task Force to the Governing board with a decision by the Governing Board. He reminded the group of the need for confidentiality of materials and discussions, and Lisa noted the need for Board members to consider the conflict-of-interest policy.

Stephen Friedman the moved to enter executive session to discuss the responses and that this executive session is required because the information involved, and the premature disclosure of the information would adversely affect the CUD's competitive position and in that executive session would be Sam Lotto, Jane Campbell, Val Davis, Christine Hallquist, Lisa Birmingham, Charlotte Reber, Jeff Tilton, Andrew Ross, Carey Earle, Carol Caldwell-Edmonds, Carol Fano, Fabian Bourgeois, John Meyer, Mark Schilling, Michael Rooney, Paul Warden, Lucy Rogers, and Randy Tomlin, and myself. Michael Rooney seconded. All in favor, none opposed.

Entered Executive Session at 7:45pm; ended Executive sessions at 8:45 pm; the Chair noted that no action was needed as a result of the executive session.

**8:45 pm Marketing And Communications Committee Update:** Jeff Tilton offered to send the Board an email updating the group on Marketing Committee activities; no action was necessary.

**8: 46 pm Governing Board and Executive Committee Schedules:** Val and Jane agreed that this discussion could be postponed until the EFC had a chance to discuss and make a recommendation to the full board.

**8:50 pm Wrap Up and Adjournment:** With no further business, Paul Warden moved to adjourned; Andy Ross seconded. All in favor. Meeting adjourned at 8:50 pm.