



**LAMOILLE FIBERNET COMMUNICATIONS UNION DISTRICT**

**GOVERNING BOARD MEETING**

**September 28, 2022 at 7:00 pm – 9:00 pm**

**Approved Minutes**

**Online Virtual Meeting Only**

To participate via Teams, please see info below.

Meeting packet is available upon request from [info@lamoillefiber.net](mailto:info@lamoillefiber.net)

**7:00 pm Call to Order and 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		
Eden	V	Carey Earle	A	Freedra Powers		
Elmore	V	Brian Evans-Mongeon	A	Hans de Boer	P	Randy Tomlin
Hyde Park	V	Michael Rooney	A	Carol Fano	A	Jack Wool
Johnson	V	Charlotte Reber	A	Paul Warden		
Morristown	V	Jane Campbell	P	John Meyer		
Stowe	V	Stephen Friedman	A	Scott Weathers		
Waterville	V	Jeff Tilton	P	Lucy Rogers		
Wolcott	A	Andrew Ross				

- **Other Lamoille FiberNet attendees:** Mark Schilling (Treasurer), Val Davis, Lisa Birmingham, Fabian Bourgeois
- **Public/Guests:** None

**7:02 pm Welcome New Members and Staff** - The Chair and members welcomed Fabian, the new construction manager.

**7:05 pm Agenda Changes** - None

**7:06 pm Consent Agenda** – Michael Rooney moved to approve the Consent Agenda, Jeff Tilton seconded,

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and the Chair called the vote. All in favor; none opposed; none abstained.

**7:06 pm Public Comment - None**

**7:07 pm Updated Business Plan and Internet Service Provider (ISP) Strategy** - The Chair outlined what elements of the business plan should be discussed in open session and what should be discussed in executive session, then asked for questions. Carol Caldwell-Edmonds asked if and how the ISP options were incorporated into the business plan. Val explained that the business plan included only a white label ISP option and “LFCUD-owned” ISP option. Noting that the Business Plan was a draft and needed proofing, Val pointed out that the plan anticipated starting to build in May 2023, with customer launch in November 2023.

Stephen Friedman noted some typos, and that Stowe West was on some charts but not all. He also asked about the drop cost assumptions in the model, which Val said was \$1,500 per drop. There was a brief discussion on the merits of \$1,500, the availability of federal funding for drops, and the need for further discussion and development of a drop policy to cover underground and affordability. Randy Tomlin noted that it was common to capitalize drop costs on new infrastructure. Brian Evans-Mongeon asked if the vote on the model and plan would be tonight, noting he had not received the materials until Tuesday.

Lisa noted that the Department of Public Service had identified the eligible passings in each of their communities, which was the basis for the construction grant and business plan, and that the Department’s data was available on LFCUD SharePoint so they could examine precisely where construction would be eligible in their communities. Also available is a one-page summary of number of households enrolled and eligible to enroll in the federal ACP program.

Val asked if members were able to read NRTC’s plan and model. Several noted they had. Sam Lotto emphasized the need to get after critical decisions, citing pressures from within the CUD and from Board members. Jane noted the significant challenges of enrolling ACP households and asked if the take rate used in the business plan was based on other CUD experience. Val said it was.

Randy Tomlin stated that the NRTC model is a good model which will support the grant funding and get universal service to the county - to all underserved and unserved. It is based on revenue targets that are extremely competitive and the model is cash flow positive. Randy expressed his opinion the drop costs were higher than they needed to be. He urged the Board to submit to the VCBB and move forward. He also noted that modifications should be expected and could be accommodated. Jane noted that Carol’s question regarding how to evaluate all ISP options was not yet addressed; Carol then asked was responsible for customer service, maintenance, and other costs in the various models.

Val noted he would be comfortable responding to Carol’s questions in executive session and Stephen



Friedman offered to make the motion.

**7:37 pm** Stephen Friedman moved as follows: “Because the financial model and business plan reveal proprietary modeling of capital costs, risks and dependencies, expectations of ISP pricing and revenue sharing, premature general public knowledge of these matters would clearly pace the CUD at a substantial disadvantage regarding current contract negotiations and negotiations with potential ISP partners, I move that we enter executive session to discuss the confidential portions of the financial model and business plan, ISP options, and in that executive session include: Carol Caldwell-Edmonds, myself, Jane Campbell, Brian Evans-Mongeon, Carey Earle, Charlotte Reber, Fabian Bourgeois, Jeff Tilton, John Meyer, Lisa Birmingham, Lucy Rogers, Mark Schilling, Michael Rooney, Randy Tomlin, Sam Lotto, and Val Davis.” Michael Rooney seconded. Hearing no discussion, the Chair called the vote. All in favor; none opposed, none abstained.

**7: 39 pm Executive Session started.**

**8:17 pm Executive Session Ended.** Sam Lotto moved to approve the NRTC business plan and financial model this evening 9/28 with the understanding that we are approving the recommendation of going with the White Label, and with the understanding that other alternatives can be pursued concurrently, and authorizing Val Davis our Executive Director, Stephen Friedman and Randy Tomlin, Governing Board members, to make nonmaterial changes, and to authorize the EFC, known as the Executive Finance Committee, to approve this revised final plan and the final plan would be presented to the VCBB. Jeff Tilton seconded the motion. During discussion Brian Evans-Mongeon requested clarification that Randy Tomlin be identified as the Alternate for Elmore, as Brian is the Governing Board representative. Sam and Jeff agreed it was a friendly amendment. Hearing no more discussion the Chair called the vote. All in favor; none opposed; no abstentions.

**8:20 pm RFP for Operation and Maintenance and ISP Services, Delegation to EFC and PTF -** Val explained that he planned to reissue our RFP for operations and maintenance and ISP service, and that he is taking original RFP which is 78 pages long and reworking it with the hope of issuing prior to the next Board meeting. He asked the Governing Board to delegate the authority to the Executive Finance Committee and PTF to approve the RFP for release. Lisa noted the schedule for the RFP and grant application was in the Board packet. Val reiterated that this vote would be for the Executive Finance Committee and PTF to approve the RFP.

Michael Rooney so moved; Jeff Tilton seconded. Discussion followed. Charlotte asked to clarify whether both PTF and EFC were approving the RFP. Val and Jane responded that the motion was for both to approve. Hearing no discussion, the Chair called the vote. All in favor; none opposed, none abstained.

Following the vote, Sam Lotto asked for the RFP to be include on the PTF’s Monday meeting agenda.



**8:23 pm Website Upgrade and RFQ Update** – Jeff Tilton explained that the Marketing and Communication Committee had been working on getting our website rebuilt and updated. In anticipation of having a functioning scalable website, the Governing Board approved a \$10,000 budget in August. Since then, the committee has talked with eight firms who are submitting quotes on Friday. He noted that the original launch date of November 1 was too aggressive, so it was moved to year end. He also noted that service add-ons, such as making the website accessible for people of all abilities, have driven the costs upwards such that \$10,000 limit may not be enough. While the committee had not seen any quotes, the total could be upwards of \$13-\$15,000. Jeff asked for the Board’s approval to allow the Executive Finance Committee to up the allotted amount from the marketing budget to cover those added cost as necessary.

Michael Rooney so moved. There was no second and the Board had a discussion on the timing of the quotes and committee versus board approval. Jeff updated his request to adjust the budget up as necessary to meet our needs for this website build, Michael Rooney agreed and moved. Carol Caldwell-Edmonds seconded. The chair asked for a reiteration of the motion which authorized the Executive Finance Committee to review responses to the RFQ and make budget adjustments as necessary, up to \$15,000. Jeff verified that the current Marketing Budget is \$20,000; Val noted that VCF funding of \$14,000 was uncommitted offered that if the amount was actually higher than \$15,000. There was a brief discussion of the marketing budget, confirmation that the recently approved Mid-year budget bottom line would not change, and that website was an indirect expenditure.

Brian Evans-Mongeon recommended assigning the balance of VCF funding to the marketing budget . Brian then offered a friendly amendment: authorizing the Executive Director and the ECF to take what ever monies that that was the \$14,000 grant and assign that the website effort. Jane expressed concern that such as motion would set a precedent of telling the staff which grant to use, effectively tying their hands. There was no second to the friendly amendment. The Chair reiterated the pending question and called the vote. All in favor; none opposed, none abstained.

**8:30 pm** Mark Schilling dropped.

**8:37 pm Treasurer’s Report** – The Chair pointed the Board to the Treasurer’s Report in the meeting packet and asked anyone had any questions. Lisa noted that Mark had to drop of the call but offered to answer any questions via email and share with the rest of the Board. There were no questions.

**8:38 pm Approval of Draft 2023 Budget** – The Chair noted that this was a draft budget, and that we will have a public forum, revise if needed then schedule final approval for December. It was further noted that the budget was reviewed and recommended by the EFC and Treasurer. Jane asked if the health insurance accurately reflected the number of employees. Val said he had used a conservative estimate and increased the amount, as if all the employees were taking all the benefits, per Mark’s suggestion, however he forgot to update the slide to reflect \$5,100 instead of \$3,400. Jane asked if anyone else had questions. Hearing no



further discussion, the Chair requested a motion to approve the draft budget. Sam Lotto so moved; Stephen Friedman seconded. Hearing no more discussion the Chair called the vote. All in favor; none opposed; no abstentions.

**8:40 pm Executive Director Update** – Val offered no further updated to his written report or items already discussed.

Jane noted that the ED report reflected an update on the use of personal devices; legal counsel had advised not to use personal devices for substantive content such as conversations about agenda items.

**8:42 pm Wrap Up, Next Agenda and Other Business** -Val raised his proposal to put together a drop policy task force. Lisa suggested adding to the PTF agenda with the understanding that the full Board will discuss and approve the drop policy. Sam Lotto, Chair of the PTF agreed noting that it relates to the work the Taskforce is doing with business partners, business plan. Randy Tomlin agreed and recommended that Fabian be included.

The Chair noted items for October Agenda identified in the Board packet include Updated Strategic Plan, updated marketing and Communications Plan, draft drop policy, a list of broadband friendly policies we can take to Selectboards and town planning commissions, and the laptop and equipment policy. No other agenda items were offered.

Michael Rooney moved to adjourn; Sam Lotto seconded. Hearing no discussion, the Chair called the vote. All in favor; none opposed; no abstentions.

**8:46 pm Adjourned.**

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