



## LAMOILLE FIBERNET COMMUNICATIONS UNION DISTRICT

### EXECUTIVE AND FINANCE COMMITTEE MEETING

October 19, 2022 at 7:00 pm – 8:30 pm

Approved Minutes

Online Virtual Meeting Only

- **7:02 pm Roll Call** – The Chair called the meeting to order and called the roll. Attending: Stephen Friedman, Jeff Tilton, Randy Tomin, Paul Warden, and Michael Rooney, Lucy Rogers, and Treasurer Mark Schilling. Staff attending include Val Davis, Fabian Bourgeois, and Lisa Birmingham.
- **7:03 pm Agenda Changes** - Michael Rooney requested adding an item of “how do we get things moving faster.” The Chair recommended adding following the NRTC Contract discussion. Stephen Friedman so moved; Jeff Tilton seconded. All in favor; none abstained or opposed.
- **7:05 pm Public Comment** - No comment.
- **7:05 pm Approval of October 5, 2022 Minutes** – Noting a typo and clarification of items postponed for the next meeting, Stephen Friend moved approval of the minutes. Paul Warden seconded. All in favor; none abstained or opposed.
- **7:08 pm** Carol Caldwell-Edmonds joined the meeting.
- **7:08 pm Governance – Resume In-person Meetings; Prep for 10/26** – Val reminded the committee that Sam Lotto had proposed this item for discussion at an earlier meeting and come January, municipalities will be returning to in-person or at least hybrid meetings, where in-person attendance would be available. The committee discussed the merits of in-person attendance and whether to recommend options to the full Governing board. Noting that the discussion and idea had merit, the Chair recommended postponing action for a future meeting. Val provided a brief overview of the upcoming Public Hearing and outreach to town managers, and selectboards.
- **7:16 pm Treasurer Report and Discussion** re: Printed Checks and Dual Signatures, Possible Vote - - Mark updated the committee on discussions this week with LFCUD’s accountant, getting ready for the upcoming Single Audit and Financial Audit. Sam Lotto recommended that the committee recommend to the Board that rather than two signatures for all checks, that the committee recommend one signature for checks under \$5,000 as long as the check is not payable to the single signer; otherwise, two signatures would continue to be required. A motion was made and seconded.



The committee discussed at length the updated documentation required for payables, checks and ACH payments, the safeguards in place, the rationale for amending the policy and keeping the policy as is, such as challenges obtaining two signatures given people’s availability and distance. Stephen favored two signatures. Other members asked if two electronic signatures were an option to ease the challenge. After extensive discussion, the Chair called the vote. Hearing only two Ayes, she took a roll call.

- Jane Campbell – Yes
- Stephen Friedman No
- Teff Tilton – Yes
- Randy Tomlin – Yes
- Paul Warden – Yes
- Michael Rooney – No

The motion carried. Mark thanked the committee for the thorough and respectful discussion.

**7:42 pm - Executive Director Update** - NRTC has the LFCUD’s contract proposals; outside counsel is assisting in finalizing the agreement to ensure compliance with Act 71. The updated business plan and financial model are almost ready to be submitted to VCBB for the prescreening process. Lisa will be incorporating everyone’s comments into an updated RFP draft in advance of PTF on Monday night; ideally to be issued early next week. Val noted that the RFP response timeline was elongated to ensure that respondents had adequate time and the PTF had adequate time to evaluate options. Because the construction grant update and application schedule pertained to potential adjustments to the strategy and business plan, the chair requested a motion to enter executive session.

Jeff Tilton moved to enter into executive session to discuss the business plan and strategy that the premature general public knowledge of would place us at a disadvantage, and that included in the sessions should be Jeff Tilton, Carol Caldwell-Edmonds, Jane Campbell Stephen Friedman, Randy Tomin, Paul Warden, and Michael Rooney, Lucy Rogers, Mark Schilling, Val Davis, Fabian Bourgeois, and Lisa Birmingham. Randy Tomlin seconded. All in favor; none opposed; none abstained.

**8:12 pm** The Chair noted that no actions need to be taken as a result of executive session.

**8:13 pm – Additional Agenda Item – Moving Faster** – The Chair turned the floor over to Michael Rooney. Michael noted the entrepreneurial nature of the organization and its size and that we should be moving faster. He expressed concern that others seemed to be moving past us and questioned why the CUD was not building and how could we get things moving. The Chair asked for other comments. Lucy Rogers echoed Michael’s sentiment. Michael suggested that the Committee regularly assess progress, keep the items on the agenda. Jane recommended people come to the next meeting with some suggestions. Randy recommended that the committee identify four or five

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priorities, and always start the meeting with those priorities so they get adequate attention.

**8:20 pm Executive Session – Personnel** – The Chair called for a motion to discuss personnel items which are not a matter of public record. Paul Warden so moved and requested that all Board members be included; Stephen Friedman seconded; all in favor, none opposed, none abstained. Staff was thanked and excused from the meeting.

**8:58 pm – Executive Session Ended.** No action needs to be taken as a result of executive session.

**8:58 pm - Wrap Up and Adjournment** The Chair summarized the committee’s priorities are the business case, the RFP and the grant submission, including the prescreening, then audit, and requested a motion to adjourn. Jeff Tilton so moved; Paul Warden seconded. All in favor.

**Adjourned.**

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