



**LAMOILLE FIBERNET COMMUNICATIONS UNION DISTRICT**  
**EXECUTIVE AND FINANCE COMMITTEE MEETING**  
**December 7, 2022 at 7:00 pm – 8:30 pm**  
**Approved Minutes**

**7:00 pm Call to Order:** The Chair called the meeting to order and called the roll. Committee members attending: Jeff Tilton, Stephen Friedman, Randy Tomlin, Paul Warden, and Jane Campbell. Also attending Board members Sam Lotto and Andy Ross, Treasurer Mark Schilling, and staff members Val Davis, Fabian Bourgeois, and Lisa Birmingham.

**7:02 pm Agenda Changes:** None.

**7:02 pm Public Comment:** None

**7:03 pm Approval of November 16, 2022 Minutes:** Jane requested a motion to approve the minutes with minor typos corrected. Jeff Tilton so moved; Paul Warden seconded. All in favor; none opposed; none abstained.

**7:03 pm Executive Director Update:** Val noted that the NRTC Master Services Agreement was being reviewed by NRTC management and should be signed this week. Val also noted that Sam Lotto made a successful presentation to the Cambridge Select Board on Tuesday. Sam confirmed that the Board seemed supportive and asked good questions. Teelah Hall, Fabian and Lisa were also in attendance.

Val also noted that the Laptop and Equipment Policy would be discussed at the Governing Board meeting and that the team was scheduled to review the grant application with and get feedback from Lucy Rogers on December 8.

Val reported that the team had a great meeting with VEC's Peter Rossi. Fabian described the scope of the discussion and the opportunities to maximize make ready efficiencies. Lisa discussed the timing and opportunity associated with the Broadband Deployment Fund.

Finally, Val noted that the answers to the RFP questions would be published on Friday and asked Mark Schilling to provide an update on the auditor selection.

Mark Schilling informed the committee that Batchelder and Associates was selected as the firm that will conduct the audits for 2021 and 2022, and the single federal audit. He noted the firm came very highly rated and was currently working with CV Fiber. There was a brief discussion on the \$750,000 trigger for the single federal audit.



**7:15 pm Status of RFP:** Jane informed the committee that Val had consulted the CUD's legal counsel regarding the RFP process, and he had advised against Val informing the committee or Board of potential respondents. Val again noted that the Questions and Answers would be published on Friday.

**7:18 pm Conflict of Interest, RFP Process:** Noting that several questions had been raised about board members' roles, Jane reported that legal counsel had advised how to handle potential conflicts that may arise if towns or board members engage in activities in parallel or potential conflict with the CUD. For example, if a town decides to partner with an ISP, to avoid a potential conflict, the Town should use a different representative, not the CUD delegate from that town, to negotiate the terms.

Referring to the Board job descriptions, Val noted that the primary job is to support the CUD. Our intention is for you to be a member of the board and to vote on what's best for the CUD, and that is best for the town by virtue of the fact that the town voted to join the CUD. Jane noted that this topic would be on the Governing Board Agenda.

Members discussed their experiences on union school district boards, and the difference between at-large representation and district representation, and the difficulties of balancing the needs of individual towns and the CUD. Stephen emphasized the importance of participation and representing your communities needs to ensure that the CUD addresses those needs. Jane noted that towns could choose to join a different CUD or leave the CUD. Jeff stated that it was important to clarify that members should not be taking an official position with the town in negotiating outside the CUD.

Jane noted legal counsel had deferred the question of the allocation of funds to the VCBB; Val explained said towns could only access the funds through the CUD. To help the discussion at the Governing Board, Andy suggested preparing some specific examples rather than just discussing conceptually.

**7:34 pm Financial Update:** Val noted he had sent the update. Jane noted the grant payment of \$895,000 and that the professional development funds were unused.

**7:36 pm Wrap Up and Adjournment:** Jane reminded folks that the Governing Board meeting would be on December 14 and asked members for agenda items. There was a brief discussion about whether to send an email to the Board regarding legal counsel's advice regarding conflicts. Jeff withdrew the suggestion because the meeting was only a week not weeks away. Jane suggested that the discussion regarding balancing town versus CUD responsibilities was not ready for an email; Val offered to get more guidance from counsel and try to draft some examples, in advance of the Board meeting. An additional discussion regarding the difficulties and fine lines of balancing competing interests was had.

Jeff Tilton moved to adjourn; Stephen Friedman seconded. All in favor; none opposed, none abstained.

**7:48 pm Meeting Adjourned.**