



LAMOILLE FIBERNET COMMUNICATIONS UNION DISTRICT
GOVERNING BOARD MEETING
April 27, 2022, at 7:00 p.m.
Online Virtual Meeting Only
APPROVED MINUTES

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

7:00 pm Agenda Changes & Public Comment:

Jane recommended that Executive Director Update be moved out of consent agenda for discussion and adding discussion and corrections to 3/23 minutes, prior to approval of minutes. Jane reminded Board that in addition to the Board packet sent earlier, members received supplemental materials for tonight's meeting, specifically the Treasurer's Report and a memo from member Stephen Friedman. Requested other changes; no other suggestions were made. Requested motion. Paul Warden moved to make agenda changes as proposed by the Chair. Michael Rooney seconded; Chair called for discussion. No discussion. All in favor; none opposed.

Chair called for public comment. Randy Tomlin introduced himself as an Elmore resident interested in joining the Board. He had a thirty-four-year career with ATT in advanced services nationally for construction and operation and appreciates the importance of fiber services to Vermont.

Jane reminded members to let Val know before the May Special Meeting if they are interested in specific committees or Chairing, or other Officer positions.

7:05 pm Kipp Verner joined.

7:05 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	P	Carol Caldwell-Edmonds	V	Kipp Verner		
Cambridge	V	Sam Lotto	P	Teelah Hall		
Eden			A	Damien De Clerck		
Elmore	V	Brian Evans-Mongeon	A	Hans de Boer		
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	A	Stephen Friedman	A	Scott Weathers	A	Chris Foran
Waterville	V	Jeff Tilton	P	Lucy Rogers		
Wolcott	V	Bruce Wheeler	A	Mike Davidson		

Other Lamoille FiberNet attendees: Val Davis, Lisa Birmingham

Public/Guests: Salvador Morales, Randy Tomlin

7:09 pm Consent Agenda - Treasurer's Report and Recent Purchases:

Recent invoices, which were in the approved budget, are included in Treasurer's report. Kipp Verner moved to approve the Treasurer's report including the recent expenses; Paul Warden seconded. All in favor; none opposed.

7:10 pm Executive Director Updates: Val had no updates to the ED report which was included in the Meeting packet. The Chair raised three items for discussion and asked ED for update:

- State Funding – Aware funding was at risk and asked if there was any update on legislative funding for CUDs and broadband (\$2 million for CUDs are vital as matching funds federal grants; the \$95 million proposed by the Governor for broadband). Val reported that Rob Fish (VCBB) informed him today that they think the funding is safe.
- System Electronics – Are there anticipated problems coordinating meet points with different CUDs, if the districts chose different equipment vendors, specifically Adtran or Calix. Val said in near term it is not a current concern because Google Fiber would be supplying its own electronics, so Lamoille FiberNet does not need its own electronics.
- USDA Grant Spend – Appears overspent and requested clarification on cost classifications. Val reported that Nicole was working on but not finished reclassifications; will update when complete.

7:13 pm Approval of Minutes from 2/23/2002 and 3/23/2002: Chair opened discussion of minutes. Chair noted that the March 23 minutes reflect a few action items after exiting executive session and asked for a motion to make it official. Those four items were: 1) the full board approval of the working group's work before it went to Google Fiber, 2) Val and RISI would review the Tilton data, 3) Val would confirm the interpretation of the 60% funding with

VCBB; and 4) Val would address with Tilton its long timetable and lack of reliable data. Paul Warden moved to approve items, Kipp Verner seconded. Call for discussion; there was none. All in favor; none opposed; no abstentions.

Chair requested motion for Minutes of 2/23/2002 and 3/23/2002. Jeff Tilton moved; Paul Warden seconded. Call for discussion; there was none. All in favor; none opposed.

7:16 pm Logo Design and Survey Results: Chair shared background on history of logo design, the work of the Marketing & Communications Committee, recommendations of 4 logos by the committee, and survey results. Survey favored Logo E. Opened for discussion.

Jeff asked whether a decision could be delayed. Members discussed merits of choosing logo now, even if they did not like the choices. Carol expressed need to support and respect committee's work and noted that locally based Great Big Graphics had submitted design proposals pro bono. Members also discussed likes and dislikes of the designs. Members expressed concern that current options looked like other utilities or CUD logos, not distinctive enough. Members expressed desire to have logo represent Lamoille County and mission of Lamoille Fiber. Other members commented that none of the logos represented the organization perfectly and that logo could evolve with the organization, and that the current options were clean and professional and liked by many in the survey. Val explained that the design request also had been put out to Hatchwise, a crowdsourced graphic design site, from which 148 entries were received. Several members supported D and E. Members continued to discuss what they liked and didn't like about the four final designs.

The Chair asked if the Board would entertain a motion to determine whether Logo E would suffice, and if not, direct the Marketing & Communications Committee to take the feedback and continue to work as quickly as possible to support.

Michael Rooney so moved; Kipp Verner seconded. Chair asked for discussion. Bruce requested more time. While not completely comfortable, Sam noted the sweat equity by the committee, the likelihood that we would be no better off in 30 days and also 30 days behind on another task, so would vote in favor of the motion. Kipp offered that logos don't need to be fixed in stone and can evolve over time. Additional comments were offered by Jeff and Paul on how design could be misinterpreted. Brian Evan-Mongeon requested a roll call.

Roll Call — For: Paul Warden, Michael Rooney, Sam Lotto, Kipp Verner, Jane Campbell, Bruce Wheeler. Opposed: Brian Evans-Mongeon, Jeff Tilton. No abstentions. Motion carried, 6 in favor; 2 opposed.

7:34 pm — Carol recommended that the Board send a letter to great Big Graphics thanking them for their pro bono work. Jane offered to draft.

7:35 pm Vermont League of Cities and Towns (VLCT) Membership: Jane noted this is not really a Board decision, but Val did a great job outlining the recommendation in the packet. Does not warrant a discussion unless someone is against it. No motion needed.

7:37 pm By-Laws Change - Recommended by Executive Finance Committee: The Chair opened discussion noting purpose was to clarify expectations for and ensure Board member participation. Brian commented that he did not have time to review because he did not receive the Board packet until today. Paul asked whether Lamoille County Planning Commission language was part of the amendment proposal. Val clarified it is not, is it background. Carol raised concern about the words “offending” and “violating” and recommended less punitive language. Paul suggested using term noncompliant.

Jane requested a motion to approve the bylaw change with the word offending being replaced by noncompliant. Paul so moved; Kipp seconded. Chair asked for discussion; a member noted a typo to be corrected. The Chair called the vote. All in favor, none opposed, except Brian Evans-Mongeon who abstained. Motion carried, 7-0-1.

7:41 pm Partnership Task Force Update: Chair requested if there was any portion of the update that can be done in public session. Val recommended discussing his recommendation to engage NRTC for the Business Plan rework, which was noted in the ED update. Current business plan does not meet RFP requirements for VCBB grant program; needs to be redone. Tilson data is questionable and may need to be redone as well. Val has been advised by Rob Fish that Sole Source can be used because of our partnership with Northwest CUD, which is using NRTC for its modeling and the time constraints. Cost would be \$40,000 and would be applied to the H.315 grant. Val also recommended discussing Tilson’s lack of performance. The Chair recommended that discussions on the Tilson performance and contract be delayed for executive session and recommended a motion on spending the \$40,000, consistent with the purchasing policy.

7:47 pm Randy Tomlin left the meeting.

7:48 pm The Chair requested a motion relating to the two contracts. Paul Warden moved to enter executive session to discuss items which if were prematurely made public would present us at a disadvantage in terms of contracts. Jeff Tilton seconded. All in favor; none opposed; no abstentions.

7:49 pm Paul Warden moved to enter executive sessions with all members present and Val, Lisa and Sal. Jeff Tilton seconded. All in favor; none opposed.

8:47 pm Exit Executive Session: Michael Rooney moved to authorize Val to accept “Bucket One” (i.e., the non-negotiable list of items) of Google’s offer and to negotiate as good a result as possible for bucket two (i.e., the negotiable list of items) and that the Board approve the

final agreement. Kipp Verner seconded. Chair called for further discussion. A member asked whether more Lamoille Fiber members would also be involved in negotiations. Val offered that attorneys Lerman Senter, Larry Lackey and Stephen Friedman would be involved. Michael Rooney offered to revise his original motion to ensure that Val would be negotiating on behalf of Lamoille Fiber CUD as it is implied that others would be involved. No amendment was requested; Chair requested minutes reflect that other people would be engaged. Hearing no further discussion, the Chair called the vote. All in favor; none opposed.

Michael Rooney recommended that the Board vote to authorize Val to explore with attorneys a way to resolve our disagreement with Tilson and come to an appropriate conclusion. Seconded by Jeff Tilton. The Chair called for discussion. Brian suggested that the motion needed to terminate Tilson services and resolve with legal counsel any differences. Discussion of whether to vote to terminate or authorize attorneys to explore options followed, as well as whether a motion was needed at all. Michael said that his motion was intended to resolve the situation, not just explore options.

8:57 pm: The Chair called for a voice vote; with one opposing vote, the Chair called the roll.

For: Charlotte Reber, Sam Lotto, Jeff Tilton, Bruce Wheeler, Kipp Verner, Michael Rooney, Jane Campbell. Opposed: Brian Evans-Mongeon. Motion carried, 7-1.

9:00 pm Adjournment: Michael Rooney moved to adjourn; Sam Lotto seconded. All in favor; none opposed.

9:00 pm Meeting adjourned.

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