



LAMOILLE FIBERNET COMMUNICATIONS UNION DISTRICT

EXECUTIVE & FINANCE COMMITTEE MEETING

Thursday, Jan 6th, 2022 at 7pm

AGENDA

**Location: Green Mountain Support Services, Spivack Room
93 James St., Morrisville, VT**

To participate via Teams, please see info below.

Meeting packet is available upon request from info@lamoillefiber.net

- 7:00 Agenda changes & public comment
- 7:02 [Roll call](#): Belvidere, Cambridge, Eden, Hyde Park, Johnson, Morristown, Stowe, Waterville and Wolcott
- 7:05 [Approve minutes from 12/16/2021 meeting](#)
- 7:07 [Consent agenda](#) (decision)
 - Recent Purchases/Potential Purchases
 - ED Updates
- 7:15 [Policies needed](#) (review/recommendation)
- 7:20 [Clarification of Executive Committee Authority](#) (Discussion)
- 7:25 [Hardwick Electric - Wolcott/Elmore](#) (update)
- 8:00 [PTF update](#) (discussion -- possible Executive Session – Christa from NEKBB will be presenting)
- 8:30 [Meeting wrap-up & adjourn](#)

Join on your computer or mobile app

[Click here to join the meeting](#)

Or call in (audio only)

[+1 872-242-7852](tel:+18722427852), [270213329#](tel:+18722427852) United States, Chicago

Phone Conference ID: 270 213 329#

[Find a local number](#) | [Reset PIN](#)

Lamoille FiberNet | PO Box 1637, 52 Portland St., Morrisville, VT 05661 | 802.888.4548

www.lamoillefiber.net | info@lamoillefiber.net



**LAMOILLE FIBERNET COMMUNICATIONS UNION DISTRICT
EXECUTIVE AND FINANCE COMMITTEE MEETING
December 16th, 2021 at 7:00 p.m.
Location: GMSS, 93 James St, Morrisville, VT
DRAFT MINUTES**

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

7:01pm 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 | A | Kipp Verner | | |
| Cambridge | A | Sam Lotto | V | Teelah Hall | A | Fred Wadlington |
| Eden | A | Liza Jones | A | Damien Le Clerck | | |
| Hyde Park | A | Michael Rooney | A | Carol Fano | A | Jack Wool |
| Johnson | A | Charlotte Reber | V | Paul Warden | | |
| Morristown | V | Jane Campbell | A | John Meyer | | |
| Stowe | V | Stephen Friedman | A | Scott Weathers | A | Chris Foran |
| Waterville | V | Jeff Tilton | P | Lucy Rogers | | |
| Wolcott | A | Bruce Wheeler | A | Mike Davidson | | |

Other members attending: Larry Lackey

Public/Guests: none

7:04pm Agenda changes & public comment: None

7:04 pm Consent Agenda:

1. Approval of 11/04/2021 Governing Board Minutes

Jeff Tilton moved to approve minutes from 11/4/2021, Paul Warden seconded. Minutes approved unanimously. Jeff made the motion to approve the consent agenda, Teelah seconded. Motion passed unanimously.

7:11 pm NRTC Financial Modeling Contract: Val advised that because of our partnership and MOU with NW FiberWorx CUD that we are contracting with NRTC to do financial modeling. Because NW FiberWorx is already working NRTC which is doing the financial modeling for NW CUD, Lamoille FiberNet should also use NRTC so that we have one cohesive financial model that spans both CUDs. Additionally, NRTC was one of the original respondents to our RFP and scored very highly on our decision matrix. Stephen Friedman made the motion to approve the NRTC Contract not to exceed \$50k. Jeff Tilton seconded the motion. It was unanimously approved.

7:19 pm VCUDA BYLAWS CHANGE:

Paul Warden made the motion to give our voting representatives the authority to approve the bylaws change and also give the voting representatives the authority to approve VCUDA bylaws changes going forward. Stephen Friedman brought up that it might be more appropriate to save it for the Governing board. After reviewing the bylaws and the charter for the Executive Committee and because there was a time concern (VCUDA Meeting on Monday) it was decided that a vote showing support might be appropriate though possibly unnecessary. Stephen Friedman suggested that we might want to address the delegation of powers from the governing board the executive committee. Paul Warden's motion was reinstated, Jeff Tilton seconded. The motion passed unanimously.

7:25pm Wolcott Area Division between NEK BB and LFCUD. Christa Shute attended and discussed the division of the Wolcott area based on electric service areas. VCBB is using mileage to allocate funds for construction. Larry brought up that for LFCUD, Wolcott represents more addresses passed which benefits the CUD and our business plan. Christa will work with Val to determine how the area will be split and will bring the discussion back to the board.

7:43pm Executive Session Stephen Friedman made the motion "that we enter executive session to discuss matters, the premature disclosure of which would put Lamoille FiberNet CUD at a competitive disadvantage and be adverse to the CUDs interests in potential contract negotiations". Paul Warden seconded the motion. It was passed unanimously. Stephen Friedman made the motion that the executive session include all attending board members of the executive committee and the governing board as well as Larry Lackey, Executive Director Val Davis and guest Christ Shute. Paul Warden seconded the motion which passed unanimously.

7:45pm Executive Session Begins

8:42pm. Exited Executive Session

8:45pm Paul Warden moved that we adjourn. Stephen Friedman seconded. The motion passed unanimously and the meeting adjourned 8:46pm.

Recent Purchases/Potential Purchases

Information on purchases will be sent separately as needed.

Lamoille FiberNet - Executive Committee Update -- January 6, 2022

Val Davis

Elmore Pole Study

Elmore has officially joined LFCUD. David Healy received \$26k from the State for a pole study and asked if we wanted him to do the pole study or if he should return the money to the State and let us do the pole study.

I advised him that we would prefer to do the pole study so that we have matching data points and formats to go with the other pole studies we will be doing.

NRTC Financial Modeling

We have signed the Master Service Agreement with NRTC, and they are working on our financial modeling. Larry and Val will be meeting with Kevin Fitzgibbons from NRTC in the coming week to do a review of their initial work. We hope to have this work completed as soon as the middle of January 2022.

Tilson High Level Design

Tilson is working on the high level design and has been in touch with and is working with our potential partners to make sure the design meets their needs. We are continuing to meet with Tilson weekly to discuss the process.

Wolcott and Hardwick Electric

I had a conversation with Christa Shute from NEK Broadband concerning Wolcott. She showed me the maps of their current fiber routes and OLT locations, and from a logistics stand point, it makes sense for NEK BB to provide service to the majority of Wolcott. We cannot make this decision on our own and will have to have talks with Wolcott about their preferences. At this point Wolcott is positioned to be one of the areas most quickly served by NEK BB, and it looks like they could begin providing service to Wolcott as soon as this summer. We won't lose money because State funds are attached to addresses served and road miles. There will still be some addresses in Wolcott that it would make sense for us to serve.

Collaborating with NW CUD

We are working with NW Fiberworx CUD in our partnership efforts. We have received a proposal for financial modeling work from NRTC; they are also doing the financial modeling/feasibility study/business plan for NW Fiberworx.

VCUDA

- Discussions about the match requirement of the VCBB construction grant. VCUDA's board was unable to reach a consensus and will base further actions on input from the VCBB.
- VCUDA is writing an RFP for auditing and accounting services to be held on retainer for CUDs, as needed.

- VCUDA has secured ESRI account licenses for CUD' GIS services for free for the first year.
- VCUDA meetings have been moved to Mondays at 9am, alternating opposite weeks from the VCBB meetings. The next meeting will be on January 24th, unless VCUDA calls for one for next week as well.

VCBB

- They have hired someone to handle grants.
- They are finalizing the RFP for construction grants.
- VCBB is looking at hiring legal counsel to help CUDs negotiate contracts.
- They have received our latest \$60k invoice, and Rob says they will be processing it quickly.

Vermont Electric Coop

We have spoken with Vermont Electric Coop, and they expressed some interest in potentially managing some of our network operations and/or storing some of our fiber. This is to be further explored in the coming months.

Policy Updates

Policy updates are not yet ready for the Executive/Finance Committee.

Clarification of Executive/Finance Committee Authority

Committee Action Needed: determine whether clarification is needed for the Executive/Finance Committee authority.

Bylaws currently say:

SECTION14. EXECUTIVE COMMITTEE The Governing Board shall elect from its membership an Executive Committee consisting of a total of up to seven members: the Chair, the Lamoille FiberNet CUD Governing Board Bylaws Page 39/2/2020 Vice-Chair, and up to three additional non-officer, at-large members. In addition, the Treasurer and Clerk shall be ex-officio, non-voting members. The Executive Committee shall perform duties as assigned or delegated by the Governing Board. The Executive Committee shall be representative of the diverse interests of the member towns while also taking into consideration expertise available and needed. No town shall have more than one voting member on the Executive Committee. This does not prevent any single town from being represented by a voting member and the Clerk

The executive committee is granted the authority to make critical decisions on behalf of the Governing Board where there is a present and demonstrable time constraint. This might include issues that require a decision before the next scheduled meeting of the Governing Body. If the body of the Executive Committee feels that the decision is too important for the Executive Committee to make, they may decline to make a motion on the matter at hand and request that an "Emergency Special Governing Board meeting" be held. In the event that there is not sufficient time to warn an Emergency Governing Board meeting before the decision deadline, it is the responsibility and duty of the Executive Committee to take the matter into consideration and make decision on the matter at hand. In this instance it would be required that the Governing Board would ratify the Executive Committee's decision.

Committee Charter currently says:**EXECUTIVE COMMITTEE**Statutory Basis and Structure

Pursuant to Title 30, Chapter 82, Section 3071 of Vermont Statutes Annotated, the Governing Board of the Lamoille FiberNet Communications Union District ("District"), through its bylaws, has created an Executive Committee to (1) act on District matters requiring attention between regular Governing Board meetings, (2) make periodic reports to the Governing Board, 3) propose policies and procedures to the Governing Board, and (4) facilitate interaction between the District and its vendors and/or operational affiliate. Executive Committee members and shall be members of the Governing Board of the District.

The Governing Board shall elect from its membership an Executive Committee consisting of as many as five members: the Chair, the Vice-Chair, and up to three non-officer, at-large members. In addition, the Treasurer and Secretary are ex-officio, non-voting members. The three non-officer members shall be elected to the Executive Committee in accordance with the bylaws of the District and shall be elected for staggered terms as follows: One to a three-year term, one to a two-year term and one to a one-year term. Vacancies on the Executive Committee shall be filled in accordance with the bylaws of the District.

Role of the Executive Committee

The Governing Board of the District is responsible for establishing and articulating policies to be acted upon and implemented by the Executive Committee in its direction and supervision of the District's operational affiliates and vendors.

The overarching role of the Executive Committee shall be to implement the Governing Board's plans and policies, and to ensure that the District and its operational affiliates and vendors are complying with the policies, practices and procedures set forth by the Governing Board. In doing so, the Executive Committee shall:

1. Meet monthly, shortly prior to the meeting of the Governing Board, or as deemed necessary to review major issues facing the District;
2. Create the agenda for upcoming Governing Board meetings with input from the full Board, and make sure that reports of standing committees reach the Governing Board in a timely manner. Provide a forum for open discussion of issues that are important to the District.
3. Monitor progress towards the strategic goals of the organization.
4. When a majority of the Executive Committee deems it necessary, act on behalf of the Governing Board, subject to subsequent Governing Board approval.
5. Confirm appointments made by the Chair of the Governing Board to standing committees of the Governing

Board.

6. Monitor progress of all committees.
7. Undertake any and all tasks assigned to the Executive Committee by the Governing Board.
8. Propose to the Governing Board amendments to the Operating Agreement.
9. Fulfill the role of the Finance and Audit Committee, until such time the Governing Board decides to create a standalone Finance and Audit Committee.

The Chair of the Executive Committee shall serve as an *ex-officio* member of the Finance and Audit Committee of the District

Hardwick Electric - Wolcott/Elmore

Committee action needed: Give input re which areas of Wolcott and Elmore should be built by Lamoille FiberNet instead of other CUDs, to make the most effective use of resources and provide timely service.

PTF update

If there are new developments, there will be a PTF update.