



**LAMOILLE FIBERNET COMMUNICATIONS UNION DISTRICT
GOVERNING BOARD MEETING
December 14, 2022 7:00 pm - 8:00 pm
Online Virtual Meeting Only
DRAFT MINUTES**

7:00 pm Call to Order & Roll Call: The Chair called the meeting to order and before calling the roll, noted that that the Town of Elmore had notified the CUD that its representative Brian Evans-Mongeon and alternate Hans de Boer had stepped down and that the Elmore Selectboard had approved Randy Tomlin as the Representative. On behalf of the Governing Board, Jane gratefully acknowledged Brian and Hans for their service. 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	A	Teelah Hall		
Eden	V	Carey Earle				
Elmore	V	Randy Tomlin				
Hyde Park	V	Michael Rooney (arrived 7:15 pm)	P	Carol Fano	A	Jack Wool
Johnson	V	Charlotte Reber	P	Paul Warden		
Morristown	V	Jane Campbell	A	John Meyer		
Stowe	V	Stephen Friedman	A	Scott Weathers		
Waterville	A	Jeff Tilton				
Wolcott	V	Andrew Ross				

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



7:03 pm Agenda Changes: Val suggested adding a discussion and approval of the laptop and equipment policy after the Executive Director Update. Randy Tomlin so moved; Stephen Friedman seconded. All in favor; none opposed; none abstained.

7:07 pm Public Comment: None.

7:07 pm Approval of November 30, 2022 Minutes: Jane recommended approval of the minutes as drafted with typos corrected and correction that the employment policy not the old policy authorized two weeks of unused vacation time to be paid out, and asked others to offer changes. Hearing no further changes, Sam Lotto moved to approve the minutes as recommended, Paul Warden seconded. All in favor; none opposed; none abstained.

7:08 pm Treasurer's Report: Mark Schilling noted he submitted the report and asked if there were any questions. Hearing no questions, Mark updated the Board on two other items. First, he announced that he and Val decided to use Batchelder and Associates to conduct audit, and has reached out to the principal for a letter of authorization to get the process moving. He had not heard back. Batchelder had provided a list of items to prepare for the audit, which he would review and discuss with Val and Nicole. Second, he was working on a list of internal controls to present to the Executive Finance Committee at the next meeting and again in June. For guidance, he would use the Vermont league of Cities and Towns checklist for municipalities.

In addition to documenting the decision, Mark noted that the required grant addendums would be included in the contract and reviewed by Primmer & Piper.

7:12 pm Executive Director Update: Val informed the Board that he had executed the NRTC Master Services Agreement. He also informed the board that he was meeting with VCBB staff to get feedback on the grant application and make adjustments as necessary ahead of a December 22 deadline for VCBB Board review on January 9. Andy Ross asked for clarification on the status and scope of the MSA, specifically whether it was an umbrella agreement with negotiated terms or a statement of work that enabled NRTC to start right away. Val clarified that the statement of work was represented in multiple exhibits and that the governing agreement had been executed. Some additional addendums or exhibits would need to be signed and executed.

7:17 pm Laptop and Equipment Policy: Val reviewed the purpose of the policy and noted it had been reviewed by counsel, Primmer & Piper. Members asked about the scope of the policy and whether it was both an equipment policy and information protection policy, given that contractors may access our data via our cloud system. Members also discussed security issues and asked about the CUD's ability to intercept emails or set up a secure team site to enable remote access for documents. Val said is not possible to institute a data backup policy, and members reiterated the importance of uploading files to Sharepoint as soon as they were not drafts. Sam also suggested NDAs as a simple protective measure for employees and contractors



who access our system. Jane asked if the policy addressed backing up information. The discussion covered the challenges of backing up laptops used principally for remote work, the expense of other systems such as Carbonite, and the importance of uploading important documents to Sharepoint, which is cloud-based. Hearing no more questions, the Chair requested a motion to approve the policy with two changes. First, where it refers to employees, the policy would also include contractors, volunteers, and board members. Second, references to company would be revised to refer to municipality. Carol Caldwell-Edmonds so moved; Carey Earle seconded. All in favor; none opposed; none abstained.

7:30 pm Act 71 Construction Grant Application Update: Val suggested an executive session to discuss things associated with the new application. Stephen Friedman moved that the Board go into executive session for the purpose of reviewing matters related to our grant application, the premature disclosure of which would put us at a competitive disadvantage and require confidentiality, and that in that executive session should be Carol Caldwell-Edmonds, Fabian Bourgeois, Val Davis, Michael Rooney, Carey Earle, Charlotte Reber, Jane Campbell, Sam Lotto, Mark Schilling, Andrew Ross, Paul Warden, Lisa Birmingham, Randy Tomlin, and Stephen Friedman, and any other members of the board who may join the call. Randy Tomlin seconded. All in favor; none opposed; none abstained.

7:58 pm Executive Session Ended. The chair noted that there was no action needed as a result of the executive session and moved to the next agenda item.

8:00 pm Looking Forward - Strategic Plan and 2023 Priorities: Val directed members' attention to the Milestones and Timeline Document, also known as Exhibit C, which reflected the priority activities. Jane acknowledged that although it was easy to remember the delays and barriers and feel the sense of urgency, we accomplished a lot this year – securing telecom attorneys, fiber shipments, grant reporting, smoothing out the right data. Val also called members' attention to Fabian's efforts to connect with local utilities and pole owners.

Stephen requested that one of the CUD's 2023 priorities be a policy that mandates spare communication conduit for multiple providers, or at least the CUD in public and private subdivisions, town roads, etc. A second priority would be to update housing and building codes to incorporate provisions for rewiring and prewiring for other technologies. Val agreed that the strategic plan and operational plan include these advocacy pieces, and that we work to build community support. He planned to share an updated strategic plan at the end of January. Jane noted potential housing legislation could be a vehicle for these proposals.

Val then noted that until we selected an ISP, development of a drop policy would be premature. Sam noted that a drop policy could be a strategic advantage. Carol asked about the current relevance of Open Access and the barriers to getting connected, such as affordability. Sam said that his emphasis was on affordability.



Sam further encouraged LFCUD and the marketing committee to amplify the CUD's accomplishments after the holidays. Val noted that he was going to post to Front Porch Forum an alert about the FCC's broadband fabric map and the importance of citizen's confirming its accuracy. The post would include instructions on how to access and report information.

8:14 pm Governing Board Member Roles: Jane shared that the Executive Committee had had a rich discussion on this topic and wanted the broader board to have the discussion to ensure everyone was on the same page. She explained that board members advocate for our town needs and the CUD, similar to a union school district. Val emphasizes that while members may advocate for their unique issues and communities, once a board decision has been made, the expectation is for the entire board to support that decision. Randy offered his view that his responsibility was to share his professional expertise, represent Elmore's interest, but that his responsibility was to the CUD's constituents – the unserved and underserved of Lamoille County. Jane noted that it was also Randy's job to make sure that we - the broader board – know Elmore's interests.

Carol Caldwell-Edmonds added that if we execute our mission properly, then no one will be left out and suggestions will be considered, reasonably and respectfully. Citing the very differing needs of each towns, Carol noted it was each member's job to bring up the concerns of the people they represent. Jane summarized the discussion as we are all advocating for our towns, and that our ultimate goal is serving Lamoille County.

8:24 pm Wrap Up: Next Agenda and Other Business: After noting the significant milestones scheduled in January (VCBB grant presentation, RFP response and selection, additional rideout results), Jane suggested that only items that needed discussion or decision be on the agenda, and if it got too packed, some items could be pushed to February. Val proposed maintaining a "parking lot" for items that did not immediate attention. For example, he noted that his parking lot included: the strategic plan, drop policy, community build standards, and audit preparation.

Selection of an ISP and Ops and Maintenance partner or partners triggered a discussion of whether an emergency board meeting would be necessary. The next board meeting is scheduled for January 25. Jane asked Val to send an email to the Board regarding timing of the board's responsibility and timing of the selection process. Sam noted that he expected to schedule two PTF meetings on January 3 and January 16th to review and make a recommendation to the Board.

Jane requested a motion to adjourn. Randy so moved; Andy Ross seconded. All in favor; none opposed; none abstained.

8:35 pm Meeting adjourned.

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