



**Governing Board Meeting**  
**April 26, 2023 at 7:00 p.m.**  
**Location: 31 Lower Main Street Morrisville, VT 05661**  
**On Line Virtual meeting**  
**Draft Minutes**

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

**7:00 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	V	Carol Caldwell-Edmonds				
Cambridge	V	Sam Lotto				
Eden	V	Carey Earle				
Elmore	V	Randy Tomlin				
Hyde Park	V	Michael Rooney	P	Carol Fano	A	
Johnson	V		P	Paul Warden		
Morristown	V	Jane Campbell	P	John Meyer		
Stowe	V	Stephen Friedman				
Waterville	V	Jeff Tilton	P	Scott Johnson		
Wolcott	V	Andrew Ross				

**Other Lamoille FiberNet attendees:** Mark Schilling, Lisa Birmingham, Fabian Bourgeois

**Public/Guests:** Matthew McCabe, Lucy Boyden

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**7:01 pm Agenda Changes & Public Comment.** No public comment. No agenda changes.

**7:03 pm Approval of January Meeting Minutes.** Paul Warden moved the approval of the March 29 minutes; Michael Rooney seconded. Approval was unanimous, no abstentions.

**7:05 pm Treasurer's Update.** Mark shared the financial reports and an updated internal

financial invoice processing procedure. He explained the updated procedure afforded Lisa 48 hours to review payment to avoid premature or duplicate payment of invoices.

**7:08 pm Marketing & Communications Committee Update.** Jeff Tilton shared screen shots of the new website, noting that Four Nine was still polishing and making sure it was functional for lap top and mobile applications. Jeff has been checking the work and providing feedback with hopes of going live in May. Jane thanked Jeff for his heavy lift on the website development. Jeff then turned the discussion on the updated mission and vision statement , recommended by the Marketing and Communications Committee, to Paul Warden. Paul explained that the new draft distinguished between mission and vision based on Michael Rooney’s concern that limiting LFCUD’s mission to just unserved and underserved was too narrow. The new language captures a need for affordable service county-wide, not just bringing service to unserved and underserved.

Sam asked if Four Nine was vetting multiple platforms – ipads, iphones, and other handhelds. Jeff affirmed that Four Nine was testing many devices. Carol Fano asked if there was a URL Board members could explore; the test site was available only through FourNine’s Word Press account. Jeff said he would share a link before the site went live.

The Chair called for a motion to approve the updated vision mission strategy statement. Michael Rooney expressed his continued dissatisfaction with a mission that did not - as the CUD original mission did - aspire to provide affordable service to everyone. Sam Lotto so moved; Jeff Tilton and Carol Caldwell-Edmonds seconded. The Chair called for discussion. Sam Lotto expressed his support for the new language recognizing that over the past three years we’ve learned the economic realities, that the strategy and mission need to prioritize economics and sustainability. The Chair noted that the Board adopted the current mission statement at the last meeting in recognition of the learnings that Sam pointed out, and that the vision is still focused on serving everyone.

Michael Rooney requested executive session to discuss the issue further. There was some debate on whether this matter was appropriate for executive session. Carol Caldwell-Edmonds stated that like Michael she too agreed that our commitment to get everybody connected should never be left aside and thought that the revised statement still includes that objective. Paul explained that his purpose in separating out the vision was to keep the vision of servicing everyone as aspirational, but it is not our first priority. We were formed to serve the unserved and underserved, and if we do more than that that’s great – which is why they need to be separate. Sam Lotto offered feedback from Cambridge, that whatever the CUD chose to do, it needed to be economically sustainable. Cambridge was also not interested in building out a utility, which may be different than Hyde park, which has its own power and light department.

Michael Rooney then moved to go into executive session to per title One, Chapter 5, subchapter 2 BSA chapter 1313, after making a specific finding that premature general public knowledge would clearly place Lamoille Fibernet CUD at substantial disadvantage, re: our contract with potential ISP’s to discuss this, and that in that executive session should be Andy Ross, Carry Earl, Carol Caldwell-Edmonds, Fabian Bourgeois, Jane Campbell, Jeff Tilton, Lucy Boyton, Matthew McCabe, Mark

Schilling, Paul Warden, Randy Tomlin, Sam Lotto, Scott Johnson. Stephen Friedman, and Lisa Birmingham. The Chair explained to the two guests from Cambridge were not eligible for executive sessions, Michael Rooney withdrew their two names; the Chair explained that we would notify them after executive session was complete and they could rejoin the meeting. Sam Lotto seconded the motion. All in favor; none opposed.

**7:37 pm** Executive session ended. The Chair explained that no action was necessary as a result of executive session and that there was a pending motion to approve the revised mission, vision statement. The Chair asked Sam Lotto to invite the guests back to the meeting, then called the vote. All but one voted in favor; the chair proceeded to call the roll.

Town	Vote
Belvidere	Yes
Cambridge	Yes
Eden	Yes
Elmore	Yes
Hyde Park	No
Johnson	Yes
Morristown	Yes
Stowe	Yes
Waterville	Yes
Wolcott	Yes

The motion to approve the recommended vision, mission and strategy statement passed.

**7:40 pm Executive Director Update** – Lisa referred members to her Tuesday email updating the group on Waterville’s pledge of \$50,000 in local ARPA funds. Hearing no questions, the Chair asked Lisa to consider the value of the various association memberships and asked Lisa and Mark to address with the accountant the tardiness reports. Mark acknowledged that this has been an ongoing concern and acknowledged the request.

Paul Warden asked Lisa what LFCUD was doing about the new numbers published by DPS in March. Lisa noted that the DPS numbers were not scrubbed, included an additional 2,000 more addresses than LFCUD could document, and the new information had not been adopted by the VCBB. Fabian would be conducting rideouts to verify the accuracy of the data. Jane explained that address information is the basis for business plans, feasibility, and negotiations, and also that this is the fourth or fifth time the data had changed.

Andy Ross noted that he had sent Lisa an email regarding a discrepancy – specifically that the number of addresses identified as un and underserved were greater than the total number of Wolcott addresses. Lisa acknowledged and committed to following up.

Finally, Carol Caldwell-Edmonds noted that the governance roster for May 9<sup>th</sup> that Lisa had circulated, listed her as co-chair without another co-chair. Jane explained she had volunteered to put her name forward to co-chair with Carol. Lisa noted that members could find the most current information on SharePoint.

**7:52 pm PTF Update - RFP Status.** PTF Chair, Sam Lotto deferred to the negotiation committee. Stephen Friedman moved that we go into executive session for the purpose of discussing the contractual matters related to the selection and contracts for the Internet service provider and maintenance and operations of a network, the premature disclosure of which would be disadvantageous to the CUD. And in that meeting in that executive session should be Jane Campbell, Randy Tomlin, Carey Earl, Sam Lotto, Lisa Birmingham, Paul Warden, Jeff Tilton, Scott Johnson, Andrew Ross, Carol Caldwell Edmonds, Carol Fano, Mark Schilling, Michael Rooney, myself and Fabian Bourgeois. Randy Tomlin seconded. All in favor; none opposed.

**8:25 pm Executive session ended.** The Chair noted that no action was necessary as a result of the executive session and moved onto the next agenda item, which is the Executive Finance Committee Update. The Chair described the scope and composition of the executive committee and the committee's April 12 discussion regarding the same. The committee recommended no changes at this time. There was no further discussion.

**8:28 pm May 9 Organizational Meeting.** Lisa encouraged members to get their committee requests in by Wednesday May 3 as the Board packet would be going out by Thursday or Friday, ahead of the Tuesday May 9 meeting. Members were reminded to get their reappointment documentation and any Local ARPA commitments to Lisa. Lisa is keeping track on SharePoint of documentation. Carol asked about the asterisk above her name; Lisa explained that on the live version one could see that the asterisk explained Carol was invaluable supporting LFCUD's systems and security work. A brief discussion ensued about the benefits of a documentation retention task force.

Hearing no further discussion, the Chair called for a motion to adjourn. Randy Tomlin so moved; Stephen Friedman seconded. Hearing no objections, the Chair declared the meeting adjourned.

**8:33 pm Adjourned**

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