



**Lamoille FiberNet Communications Union District**  
**Special Governing Board Meeting**  
**July 12, 2023**  
**Meeting by Video Conference ONLY**  
**Approved Minutes**

**7:00 pm Call to Order.** Chair Jeff Tilton called the meeting to order, then called the roll.

**7:02 pm Roll Call**

**Town Representatives and Alternates Attending** (V=Present  
and Voting, P=Present, A=Absent)

<b>Town</b>	<b>P/V</b>	<b>Representative</b>	<b>P/V</b>	<b>Alternate</b>
<b>Belvidere</b>	V	Carol Caldwell-Edmonds		
<b>Cambridge</b>	V	Sam Lotto	P	Matthew McCabe
<b>Eden</b>	V	Carey Earle		
<b>Elmore</b>	V	Randy Tomlin		
<b>Hyde Park</b>	V	Michael Rooney	P	Carol Fano
<b>Johnson</b>	V	Paul Warden	A	Jeff Bickford
<b>Morristown</b>	V	Jane Campbell	P	John Meyer
<b>Stowe</b>	V	Stephen Friedman		
<b>Waterville</b>	V	Jeff Tilton	P	Scott Johnson
<b>Wolcott</b>	V	Andrew Ross	A	Bradley Horstman

**Other Lamoille FiberNet attendees:** Lisa Birmingham, Fabian Bourgeois, Mark Schilling, and Cameron Kennedy.

**Public/Guests:** None.

**7:01 pm Agenda Changes and Public Comment.** The Chair called for agenda changes and public comment. There were no agenda changes. Lisa took the opportunity to introduce and

welcome Cameron Kennedy, Fairfield resident and Savannah College of Art and Design student, as Lamoille FiberNet's communications intern.

**7:09 pm ISP Partnership Update.** Stephen Friedman moved to enter executive session for the purpose of discussing the potential partnership for ISP operations and maintenance services to the CUD, the premature disclosure of the attributes of which would be detrimental to the CUD and in that executive session should be Jane Campbell, Carol Fano, Pau Warden, Lisa

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Birmingham, Andrew Ross, Cameron Kennedy, Mark Schilling, Fabian Bourgeois, Jeff Tilton, Mihael Rooney, Carol Caldwell-Edmonds, Scott Johnson, John Meyer, Carey Earle, Randy Tomlin and Matthew McCabe. Randy Tomlin seconded. Hearing no discussion, the Chair called the question. All in favor, none opposed; and none abstained.

**8:06 pm Executive Session ended.** The Chair noted that action was necessary as a result of the executive session, but it will happen in the form of a vote later in the meeting.

**8:09 pm Updated Budget Preconstruction Grant Budget, Grant Application Budget, and Repurposing of Pre-purchased Fiber.** After explaining that LFCUD maintained a calendar year budget for the organization and a cumulative, two-year budget for the VCBB grants, which must be reconciled and aligned prior to submitting our grant applications, Lisa first reviewed the proposed changes to the 2023 Administrative budget. The recommendations were driven largely by an increase in the legal fees related to contract drafting, and a few offsets including reductions to professional development and rent. The net increase of \$15,000 for administrative would be funded from the engineering design, which was reduced to \$372,000. The revised 2023 administrative budget would be mirrored in the updated preconstruction budget. She also noted that the \$6 million budgeted for 2023 construction would be pushed back to 2024, consistent with the proposed business and Universal Service Plan. Jane and Carol Fano asked questions about whether there was adequate funding for Four Nine and Gov Connections, and Microsoft TEAMS subscriptions. Carol Caldwell-Edmonds commented on the federal requirement for a physical address.

Lamoille would be requesting the maximum available of \$14.9 million, \$1.3 million for preconstruction and the remaining \$13.6 million towards construction network. Lisa reviewed available preconstruction and construction funding and currently awarded sums, including the VCBB \$225,800 match for Local ARPA funds, and \$146,500 offset contingent on repurposing the pre-purchased fiber to another CUD. She explained that \$175,000 was being held back from the general construction budget for the seven towns which provided local ARPA match. Jane identified a discrepancy relating to the allocated funds, which Lisa acknowledged, but noted it did not change the totals or explanation.

In regard to the pre-purchased fiber, valued at \$428,000, Lisa explained that \$282,000 had been funded from a separate materials program, and \$146,000 advance from LFCUD's construction allocation. At this time, and contingent on repurposing the fiber, the VCBB staff had advised that only \$146,500 could be included in the upcoming budget and application. She requested that the Board approve her working with Northwest Fiberworx or another CUD to repurpose the fiber so LFCUD can claw back the \$146,000. Stephen noted a discrepancy on one of the subtotals. Lisa agreed to double check.

Lisa then outlined the proposed budget for the preconstruction grant amendment, which reflected the forecasted cumulative spend and revised budget through 2023, detailed design and engineering for 2023 and 2024, and Lamoille FiberNet's administrative or operating and compliance costs for 2024 and 2025 – all aligned with the project budget and construction schedule. Because VCBB grants are typically 24-months, the preconstruction amendment application would also need to request an extended term for 2024 and 2025. The construction grant budget maximized available VCBB funds and partner funds to afford completing Phase 1 of the Universal Service Plan.

Lisa outlined the next steps involving finalizing partnership contract terms, preparing the grant applications, and finalizing a contract. There was a brief discussion of priorities and timing.

Jeff Tilton recommended a motion that the given the information we've discussed in executive sessions and public sessions, approve the revised 2023 administrative budget, as well as approve contract term sheet as written and Schedule D and move it forward for final contract drafting, and also approve repurposing of repurposed fiber to Northwest Fiberworx including entering into an MOU with Northwest Fiberworx for that purpose, and finally approve the Universal Service Plan and our business plan as well as the grant application budgets that we discussed with the preconstruction and construction grant funding.

Jane Campbell so moved; Michael Rooney seconded. Hearing no discussion, the Chair called the question. All in favor, no abstentions.

**8:50 pm Marketing & Communications Committee Update.** Jane welcomed Cameron Kennedy again and noted that there is an ever-growing list of things for him to do. She noted that the committee had developed a PR plan. She then reminded members that they could help update their legislators and requests letters of support. After a few questions, Carol CaldwellEdmonds provided a brief explanation of how the outreach would be executed.

**8:55 pm Treasurer's Update.** Mark Schilling provided a brief verbal update noting he would file a formal report later in the month as usual. He noted it had been a quiet month, all disbursements were administrative expenses, and the auditor had been on vacation last week.

He informed the group that the wrong way bridge was now open which triggered a brief and entertaining discussion of the origin of Cambridge's wrong way bridge'.

**9:00 pm Executive Director Update.** Lisa invited members to join the July 14<sup>th</sup> VCUDA- listening session with Vernonburg Group and VCBB staff and that VCUDA Digital Equity Committee was also meeting next week. She also reported that the VCBB postponed its July meeting until July 18 because of the flooding and was expected to consider some significant policy recommendations regarding accountability at the meeting.

**9:03 pm Other Business – Discussion and Vote.** The Chair requested a motion to approve the June 24 Minutes. Carol Caldwell-Edmonds so moved; Sam Lotto seconded. Jane offered, and the Carol and Sam incorporated a friendly amendment to correct the attendance list to reflect that Hyde park was not present. All approved; none abstained.

Noting that the regularly scheduled meeting would be in two weeks, the Chair asked if the August 23<sup>rd</sup> meeting would be more appropriate. Lisa said she would keep everyone informed and that the need to meet was the discretion of the Board. The executive and Finance committee would meet August 9, which was ahead of the VCBB August 14 Board hearing.

**9:07 pm Wrap Up and Adjournment.** Hearing no further requests for discussion, the Chair asked for a motion to adjourn. Stephen Friedman so moved; Randy Tomlin seconded. None opposed; the Chair declared the meeting adjourned.

**9:08 pm Meeting Adjourned.**

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