



**Lamoille FiberNet Communications Union District**  
**Governing Board Annual Organizational Meeting**  
**May 9, 2023**  
**Meeting by Video Conference ONLY**

**7:00 pm Call to Order.** Chair Jane Campbell called the meeting to order, then called the roll, noting new member town appointments.

**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 (joined 7:11 pm)	A	Matthew McCabe		
Eden	V	Carey Earle				
Elmore	V	Randy Tomlin				
Hyde Park	V	Michael Rooney	P	Carol Fano	A	Jack Wool
Johnson	V	Paul Warden	P	Jeff Bickford		
Morristown	V	Jane Campbell	P	John Meyer		
Stowe	V	Stephen Friedman				
Waterville	V	Jeff Tilton	P	Scott Johnson		
Wolcott	V	Andrew Ross	A	Bradley Horstman		

**Other Lamoille FiberNet attendees:** Lisa Birmingham, Fabian Bourgeois  
**Public/Guests:** None

**7:01 pm Agenda Changes & Public Comment.** No public comment. The Chair offered a motion to add a discussion of scheduling a June 21 Board meeting, after the discussion of the RFP for ISP. Stephen Freidman seconded. Hearing no discussion, the Chair called the question. All in favor; none opposed; none abstained.

**7:05 pm** The Chair welcomed Scott Johnson, the new Board member from Waterville and thanked all the departing Board members, like Teelah Hall and Charlotte Reber, and the soon-to-be former committee chairs, like Sam Lotto, for their leadership. The Chair then recounted

the significant work and accomplishments of the past few years and marked this time as a turning point, noting that the vision of lighting our first fiber feels like it is within reach.

As a means of introduction for the new member, Scott Johnson, the Chair asked members to reflect on why they volunteered for Lamoille FiberNet. Each member recounted a personal or professional struggle resulting from the lack of Internet access in their town or at their homes, and the impact of COVID which amplified the need for affordable reliable service. Reflecting the motivation of many members, John Meyers of Morrisville said, “you couldn’t ignore it anymore.”

**7:23 pm Annual Appointments and Elections.** Randy Tomlin moved the slate of officers as follows:

- a. Jeff Tilton – Chair
- b. Andy Ross – Vice Chair
- c. Mark Schilling – Treasurer
- d. Lisa Birmingham – Clerk

Michael Rooney seconded. All in favor, none opposed; none abstained.

The Chair called for nominations for committee chairs. Lisa noted that the PTF had voted Randy Tomlin to chair at its May 5<sup>th</sup> meeting. Andy Ross then moved the committee chairs as follows:

- a. Executive & Finance Committee Chair - Jeff Tilton
- b. Executive & Finance Committee Vice Chair - Andy Ross
- c. Partnership Task Force Chair - Randy Tomlin
- d. Marketing and Communications - Co-Chairs- Carol Caldwell-Edmonds and Jane Campbell

Michael Rooney seconded. All in favor, none opposed; none abstained.

Jane Campbell asked if anyone had any additions or changes to the committee assignments as presented in the Board packet, noting that newcomers could attend different meetings and choose their committees later. Michael Rooney offered that people are welcome to attend committee meetings, like he attends most PTF meetings, but they will be unable to vote. Lisa noted the need for multiple communities on each committee. Scott said he would talk with the Partnership Task Force Chair.

Hearing no changes, Jane moved the Committee assignments as presented in the Board packet. Stephen Friedman seconded. All in favor, none opposed; none abstained.

Executive Committee

Town	Representative	EFC Staggered
Elmore	Randy Tomlin	2024

<b>Hyde Park</b>	Michael Rooney	2024
<b>Johnson</b>	Paul Warden	2024
<b>Morristown</b>	Jane Campbell	2025
<b>Stowe</b>	Stephen Friedman	2025
<b>Waterville</b>	Jeff Tilton	Chair
<b>Wolcott</b>	Andrew Ross	Vice Chair
<b>Ex Officio</b>	Mark Schilling, Treasurer	Ex Officio
<b>Ex Officio</b>	Lisa Birmingham, Clerk & ED	Ex Officio

#### Marketing & Communications Committee

<b>Town</b>	<b>Representative</b>	<b>Marketing &amp; Comms.</b>
<b>Belvidere</b>	Carol Caldwell-Edmonds	Co-Chair
<b>Johnson</b>	Paul Warden	1
<b>Morristown</b>	Jane Campbell	Co-Chair
<b>Waterville</b>	Jeff Tilton	1
<b>Wolcott</b>	Bradley Horstman	1

#### Partnership Task Force

<b>Town</b>	<b>Representative</b>	<b>Partnership Task Force</b>
<b>Cambridge</b>	Sam Lotto	1
<b>Elmore</b>	Randy Tomlin	Chair
<b>Morristown</b>	John Meyer	1
<b>Stowe</b>	Stephen Friedman	1
<b>Wolcott</b>	Andrew Ross	1

**7:31 pm External Committee Assignments.** Moving to participation in external organizations and committees, Jane referred the group to the Board packet. She then moved to designate the interim Executive Director to be the voting representative on the VCUDA Board and leave to the interim executive director to delegate who would represent us on VCUDA committees, Fiber Broadband Association, and others. Carol Caldwell-Edmonds seconded. Following a brief discussion of committee activities, LFCUD's current participation on the committees, an explanation of the Workforce Development Committee and the Digital Equity committees, and the need for ongoing representation, all voted in favor; none opposed, and none abstained.

**7:44 pm Approval of April 26 Meeting Minutes.** Paul Warden moved the approval of the April 26 minutes; Jeff Tilton seconded. Approval was unanimous, no abstentions.

**7:44 pm Executive Director Update.** Before handing it over to Lisa, Jane thanked everyone for the team effort on the ARPA funds. Lisa asked members to use the director not coordinator email, then asked Sam to update members on the Cambridge ARPA committee meeting.

Sam shared that the Cambridge ARPA committee voted to recommend to the Selectboard a \$25k ARPA commitment to LFCUD. One of main reasons was the multiplier offered by the VCBB match. The Cambridge Selectboard is expected to vote on the recommendation on May 16.

**7:48 pm Partnership Task Force.** Randy Tomlin acknowledged the significant work and contributions of committee members and people like Michael Rooney that attend meetings on a regular basis. After thanking Sam Lotto for his leadership and getting us to this point, Randy recommended executive session to discuss contract terms, unless there was further public comment. Stephen Friedman moved to enter executive session to discuss the state of our negotiations with vendor A regarding a potential contract, the premature disclosure of which would be detrimental to both the CUD and to vendor A, and that in that executive session we should have Andy Ross, Jane Campbell, Scott Johnson, Lisa Birmingham, Paul Warden, Jeff Tilton, John Meyer, Randy Tomlin, Sam Lotto, Carol Caldwell, Edmonds, Michael Rooney, Carol Fano, Carey Earle, Fabian Bourgeois, and myself, Stephen Friedman, and if any other board members should arrive, we may admit them, if they so desire. Jeff Tilton seconded. All in favor; none opposed; none abstained.

**7:51 pm Entered Executive Session.**

**8:39 pm Executive Session ended.** The Chair requested a motion. Randy Tomlin moved that Lisa Birmingham, working with the Partnership Task Force negotiating group, move forward with three things: 1st executing an MOU with vendor A for our construction, operations and maintenance of our network and ISP services [sic]; 2nd that she procure legal support in addressing a contract between us and vendor A; and #3 that at the appropriate time that she would work with the marketing group to release a local press release describing vendor A and our relationship and plans forward at the appropriate time when ready.

Stephen Friedman seconded. Lisa offered a comment to include ISP services in the MOU. Randy and Stephen agreed that including ISP services was a friendly amendment. The Chair called the question. All in favor; none opposed; none abstained.

**8:41 pm June 21 Board Meeting** (added to agenda by motion). Jane offered a motion to schedule the June Board meeting for June 21<sup>st</sup>. Paul Warden and Carol Caldwell-Edmonds seconded. Lisa noted that there was also a regularly scheduled board meeting on May 24. All in favor; none opposed; none abstained. The Chair asked members to notify Lisa if they had recommended agenda items for the upcoming Board meetings.

**8:43 pm Wrap Up.** Jane thanked everyone for stepping up into new positions and for the team effort. Jeff Tilton thanked Jane for all she has done as Chair and for accepting her new position as mentor to the next chair. Noting the milestones reached and to be reached, Jeff asked people to think about an in-person meeting. There was unanimous gratitude and virtual applause for Jane all around.

**8:45 pm** Hearing no other business, the Chair requested a motion to adjourn. Stephen Friedman so moved; Randy Tomlin seconded. The Chair deemed the meeting adjourned.

###