



Governing Board Meeting
September 27, 2023, at 7:00 pm
Location: Virtual Only
Minutes — Approved 10/25/2023

7:02 pm Call to Order: Jeff Tilton called the meeting to order.

Town Representatives and Alternates Attending

(V=Present and Voting, P=Present, A=Absent)

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

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

Public/Guests: None

Other Lamoille FiberNet attendees:

Public/Guests: none

7:02 pm Agenda Changes & Public Comment — there were no changes or comments.

7:04 pm Q4 Schedule – Budget and Town Meetings; Annual Report

Lisa walked through the schedule of priority activities for the rest of 2024, including the State statute deadline requirements for disseminating a proposed budget to our towns and holding a public meeting. Lisa also noted that a condition of the CUD’s construction grant is that the CUD must develop — within a year — a sustainability plan. To accommodate all the priority activities, Lisa recommended a revised meeting schedule, which doesn’t follow the usual schedule:

- Oct. 25: GB meeting will be at 7:00 pm, **in-person** in Johnson, site TBD (with a 6:00 informal get-together outdoors at the park in Johnson, near the playground that was dedicated to Lea)
- Nov. 8: EFC meeting
- Nov. 15: GB meeting & public hearing
- Dec. 6: EFC meeting
- Dec. 13: GB meeting, including final budget approval

7:26 pm Treasurer's Report

Mark outlined the current schedule for the audit, and responding to a question about the Balance Sheet's increased amounts of Fixed Assets and equity, he said he will confer with Nicole and get the answer to the board.

Responding to a second question, Mark and Lisa noted that the only invoices that are direct debit payments are: Rent, our Payroll Service and Comcast (internet and cell phone).

Stephen moved to go into Executive Session for the purpose of discussing legal matters related to contracts for accounting and auditing services which are allowed to be considered confidential and the disclosure of which would be disadvantageous to the district, and in that meeting should be Mark Schilling, Jane Campbell, Sam Lotto, Carol Fano, Carol Caldwell-Edmonds, Andrew Ross, Jeff Tilton, Lisa Birmingham, John Meyer, Randy Tomlin, Paul Warden, Matthew McCabe and myself, Steven Friedman, and Fabian Bourgeois and any board members who join while we're in executive session. Paul seconded. Motion passed unanimously.

No action occurred as a result of the executive session.

7:30 pm Executive and Finance Committee Update

Jeff said that the budget Lisa has presented is the same budget that was approved previously and submitted to the VCBB for our grant. He also noted that Otter Creek has agreed in principle to share the costs associated with our Consolidated negotiations beginning at the point where we had the waiver that allowed us to negotiate the same deal for Otter Creek. We are seeking VCBB advice to see if we can share these expenses retroactively.

Jeff has also begun discussions with Laura Black re sharing Fabian's time and expertise during this pre-build period. Carol C-E asked whether Fabian has been getting lots of requests from potential customers asking whether their addresses will be in our Phase I, and Fabian said he's gotten a few such requests each day. Carol then suggested that Fabian could help Otter Creek field similar calls. Also, Fabian noted that Otter Creek would need ride-out verification to establish what phases their build would need and to verify which addresses are on the grid.

Jeff said that Randy, Andy and Stephen are on our Sustainability Task Force. Jeff opened discussions with Tasha Wallis to explore possible support from Lamoille County Planning Commission. Lisa said that several CUDs are partnering with their planning commissions, and

she said that LCPC could likely add value, with the caveat that none of the LCPC staff are telecom experts.

Carol C-E asked Randy, Andy and Stephen if they could share any initial thoughts that they might have regarding the sustainability plan. Randy explained that their very preliminary thoughts are that the plan will cover a 30-year period, with the assumption that we have funding through 2025, which funds the CUD through construction. He said that our agreement with Consolidated ensures that they will generate specific reports, and that there will be a need for someone who will use these reports to understand the health of the network, the health of customer service, the health of how we're progressing, the health of complaints, and whether there is a red flag that needs attention.

Randy also said that he anticipates there will be a volunteer board that meets regularly and that monitors these reports, and that we need to come up with an efficient, effective way to utilize an existing organization that can receive these reports and act on them or bring them to the board as needed.

Referencing the asset swap map that was presented as part of the Consolidated agreement, Carol C-E said that the asset swap needed to be part of the sustainability plan, and the group generally agreed. Andy added that the sustainability plan will be based on the important tenet of who will hold Consolidated accountable. Stephen also said that we will look at the potential of having support from VCUDA, LCPC, or the State to support the volunteer board. He also noted that we need to research and incorporate in the plan any obligations the CUD will have in terms of reporting to the Federal and State governments.

At the chair's request, the task force agreed to identify at the November Governing Board meeting what the biggest concerns and challenges of sustainability are and how we will define sustainability. Lisa added that once we have a signed agreement, it will be important for all GB members to understand exactly what happens at each milestone.

Sam noted that our planning should align with the VCBB's definition of sustainability. Stephen suggested that that the reason VCBB is more concerned about our CUD model is because we don't have the revenue stream that other CUD models project, however he also noted that the revenue of other CUD models hold a much higher risk.

Carol C-E also noted that planning should include transitioning to the next generation of volunteers.

8:05 pm Marketing & Communications Update

Jane said that the meeting packet included highlights of the MCC's work, and she noted that the next communications would focus on helping our constituents manage expectations and understand the timeline. Fabian explained that the first few months of 2024 would be spent on engineering, reviewing different lines, permitting needs, and other legwork, and that the build would likely take 7-8 months, beginning at the end of April or beginning of May.

Further discussion included options for clarifying the areas of Elmore, North Hyde Park and Wolcott that are within the districts of other CUDs, and the need to communicate that current maps may evolve and should not be taken as final designs.

Stephen asked about a situation in which someone is building a house — after the VCBB’s cutoff date of 12/31/2022 — on a road that’s in Phase I. Lisa said we cannot add them to our un/underserved list.

8:20 pm Other Business

Jeff said that we will need board members to work on how to structure the use of and policies for the ARPA money that some towns have pledged. He said that Carol C-E and Fabian are already on that task force, and invited others to let him know if they are interested in helping.

Lisa also reported that she has begun discussions with NEK to reconcile the funding for Elmore and which territory each CUD covers.

8:23 pm 2024 Budget, Minutes & Meeting Schedule

Randy moved and Paul seconded a motion to approve the 2024 draft budget. Motion passed unanimously.

Stephen moved to approve the August 23rd minutes, Andy seconded, and the motion passed unanimously, except for one abstention by Carol Fano.

Jane made a motion to adopt the updated meeting schedule that Lisa had proposed for October through December. Paul seconded, and the motion passed unanimously.

8:27 pm Executive Session

Stephen moved to enter executive session for the purpose of discussing personnel matters which are confidential in nature and are not to be discussed in a public form, and in that meeting should be members of the board only, so that would be only Jane Campbell, Jeff Tilton, Sam Lotto, Andrew Ross, Paul Warden, Randy Tomlin, Matthew McCabe, John Meyer, Carol Caldwell Edmonds and Carol Fano and myself, Stephen Friedman.

8:36 pm Personnel

After the executive session, Jane made a motion — with strong enthusiasm — to change Lisa’s title from Interim Executive Director to Executive Director, and to increase her salary to \$135,000 as of the beginning of the next pay period. Andy seconded the motion, and the motion passed unanimously.

8:39 pm Adjournment

Randy moved to adjourn, Carol Fano seconded, and the motion passed unanimously.