



**Governing Board Meeting**  
**November 15, 2023 7 PM**  
**IN-PERSON HYBRID MEETING**  
**Lamoille County Planning Commission**  
**52 Portland St 2nd Floor Morrisville VT 05661**  
**Draft Minutes**

**7:02 pm Call to Order and Roll Call:** 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 (VIDEO)	P	Matthew McCabe (VIDEO)
Eden	V	Carey Earle (VIDEO)		
Elmore	V	Randy Tomlin (VIDEO)		
Hyde Park	V	Michael Rooney (VIDEO)	P	Carol Fano (VIDEO)
Johnson	V	Paul Warden (VIDEO)	A	Jeff Bickford
Morristown	V	Jane Campbell	P	John Meyer (VIDEO)
Stowe	V	Stephen Friedman (VIDEO)		
Waterville	V	Jeff Tilton	P	Scott Johnson (VIDEO)
Wolcott	V	Andrew Ross (VIDEO)	A	Bradley Horstman

**Other Lamoille FiberNet attendees:** Lisa Birmingham, ED; Fabian Bourgeois, Construction Engineer; Mark Schilling, Ex-Officio, Treasurer

**Public/Guests:** Kathy Marchant (Belvidere resident, VIDEO), Alberto Della Torre, Lamoille Co. Planning Commission

**7:04 Agenda Changes – none**

**7:04 Public Comment – none**

**7:05 2024 Proposed Budget – Comment and Discussion**

No questions or comments from the public concerning the proposed budget during the open

public hearing session.

### **7:07 Finance and Treasurer's Update – M. Schilling**

Schilling pointed out discrepancies on p.1 of his treasurer's report, explaining that he will file a revised report after reviewing those. The main discrepancy is that the bank reconciliation does not match the number in the balance sheet, probably because some changes requested by the auditor were made after the bank reconciliation was generated. Schilling expects the draft auditor's report by the end of the week.

### **7:10 Michael Rooney joined the meeting on video.**

Birmingham reported that the Single Federal Audit is not necessary, and she notified the State. She reported the grant distribution will not be affected. Other audits are completed and will be submitted according to deadlines. Schilling commented that Batchelder Associates would like to begin the 2023 audit; discussion detailed the advantages of extending their contract with consensus to do so. Birmingham led a brief discussion about the budget for the remainder of 2023 and through February 2024; funds are sufficient to cover expenses. She submitted projected expenses to the State to draw preconstruction federal grant funds of \$355,000 and awaits a response.

### **7:21 Kathy Marchant joined the meeting**

### **7:22 Operations and Executive Director Update – L. Birmingham**

Birmingham reported that a final contract with CCI has not yet been completed. At issue is a response from CCI concerning how RDOF addresses will be treated in the event of a default by CCI. Other issues relevant to getting a final contract with CCI are the policies developed by the VCBB concerning open access requirements and liens. Birmingham reported progress on the policies that should result in a positive outcome for the Lamoille FiberNet-CCI partnership since affordability is a primary concern of the VCBB, and our agreement with CCI offers affordable services. Concerning whether delays finalizing a contract will push our construction schedule back, Birmingham said that CCI indicated a contract by January 2024 will still be on track for construction to begin in May 2024.

**7:37** In order to accommodate the member of the public that joined the meeting, an executive session for discussion of negotiations was delayed until after all other business.

### **7:37 Executive and Finance Committee Update – J. Tilton**

Birmingham reported the following:

- she extended the timeline on the RFQ for an accounting firm.
- Otter Creek CUD has signed an agreement to share costs for legal fees and for Lamoille FiberNet staff time spent on contracts, negotiations, and engineering support that serves both OCCUD and LFCUD.
- EFC work to determine which road miles Lamoille FiberNet will serve in towns that are members of both NEK Broadband and Lamoille FiberNet: Wolcott and Elmore.
- EFC tasked the Task Force on Sustainability to come up with recommendations by February 2024 on partnering with Lamoille County Planning Commission or other CUDS/ISPs to reduce overhead.

### **7:45 Marketing & Communications Committee Update – J. Campbell/C. Caldwell-Edmonds**

Campbell asked that all board members take the survey the MCC designed to garner information about improving the effectiveness of internal board communications. There were no questions/comments on the MCC report in the packet.

### **7:47 New Business**

Fano provided information on our insurance company's cyber liability application. She detailed improvements that are required for securing accounts, access, offering cyber security training, and physical data backups. Lotto volunteered to work on internal IT with Fano in an ad hoc basis. Birmingham tasked them with making recommendations in February 2024 after checking in with VCUDA and other CUDs about their security procedures.

Birmingham asked about an auditor's request to capitalize leases. Schilling will look into this and report back in December.

Tilton opened a discussion about recording meetings and transcriptions. Issues of transparency, cost, server storage space, and public record retention requirements followed. The topic will be addressed again in future.

### **8:16 Discussion and Vote –Approval of Prior Minutes**

Jane Campbell moved to approve the updated minutes as presented in the Board packet, Paul Warden seconded, motion passed unanimously.

### **8:18 Next Agenda**

- 2024 Budget: Birmingham to move preconstruction funds to 2024; Sustainability group to recommend ways to reduce overhead
- Approval of the CCI contract
- Audit reports 2021, 2022
- December 13<sup>th</sup> is the next Governing Board Meeting

8:24 Stephen Friedman moved to enter into executive session to discuss our contract negotiations with CCI and negotiations with NEK —the premature disclosure of which would be disadvantageous to the CUD. Jane Campbell seconded, motion passed unanimously.

8:25 Jane Campbell moved to include in executive session Carol Caldwell Edmonds, Sam Lotto, Matt McCabe, Carey Earle, Randy Tomlin, Michael Rooney, Carol Fano, Paul Warden, myself Jane Campbell, John Meyer, Stephen Friedman, Jeff Tilton, Scott Johnson, Andy Ross, Mark Schilling, Fabian Bourgeois, Lisa Birmingham and Alberto Della Torre and any other board members that may show up during executive session. Stephen Friedman seconded; motion passed unanimously.

**9:09 Executive session concluded.**

**9:09** Jane Campbell moved to initiate negotiations with NEK to reclaim funding and responsibility for a substantial portion of Wolcott and Elmore, then petition the VCBB to approve the adjustments. Randy Tomlin seconded, motion passed unanimously.

**9:10 Wrap Up and Adjournment**

Jane Campbell moved to adjourn, Randy Tomlin seconded, motion passed unanimously.