



**Governing Board Meeting**  
**December 13, 2023, 7 PM**  
**Meeting by Video Conference ONLY**  
**Approved 1/24/2024**

**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	P	Matthew McCabe
Eden	V	Carey Earle		
Elmore	V	Randy Tomlin		
Hyde Park	V	Michael Rooney	P	Carol Fano
Johnson	V	Paul Warden	A	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, ED; Fabian Bourgeois, Construction Engineer; Mark Schilling, Ex-Officio, Treasurer

**Public/Guests:** none

**7:04 Agenda Changes** – The board decided to move up the discussion pertaining to the Universal Service Plan and Construction contract to before the Financial and Treasurer’s Update discussion. A full update and discussion pertaining to Elmore and Wolcott negotiations will happen at the January meeting.

**7:04 Public Comment** – none

### **7:05 Universal Service Plan, Phase 1 Go Ahead: Contract Approvals, Discussion and Votes**

Lisa provided another overview of the NOM contract, concluding that it represents all of the material terms that were negotiated and highlighted in the term sheet.

Jane Campbell moved to authorize the Executive Director to execute the Construction, Network Operation and Maintenance Contracts with Consolidated Communications consistent with the drafts and as presented by Lisa with no material changes. Paul Warden seconded. Motion passed unanimously.

Several board members thanked Lisa for her efforts pertaining to closing the deal with CCI.

The Executive Director will work with the VCBB to incorporate the contractual CCI payment schedule into the grant agreements. A final walk-through of the language with VCBB legal counsel will be necessary, but no material changes are expected.

Stephen Friedman moved to authorize the Executive Director to execute the Construction Grant Agreement in the amount of \$13,588,636 with the VCBB as is written and represented by Lisa. Randy Tomlin Seconded. Motion passed unanimously.

Randy Tomlin moved to authorize the Executive Director to execute the Pre-Construction Grant Agreement in the amount \$1,369,478 as is written and represented by Lisa. Jane Campbell seconded. Motion Passed Unanimously.

### **7:29 Finances and Treasurer's Update**

There were three findings as a result of the audits of 2021, and 2022. One pertaining to having the auditor, instead of our accountant, do the financial reporting, and two pertaining to recording a transaction in the wrong fiscal year. Paul Warden wanted to make sure board members understood the nature of the findings so that if their town leadership asked questions that the board members would be prepared to answer. The audits will be sent to the member towns as statutorily required, but presentations will not be required. Carey Earle suggested a cover letter be drafted to explain the findings. Jane will draft and Lisa will include with the audit when it is sent to the towns.

Paul Warden moved to accept the Audit of 2021 and 2022 as presented and share the results with Grantors and member towns as required by statute. Stephen Friedman seconded. Motion passed unanimously.

Sam Lotto moved to authorize the Treasurer (Mark Schilling) to execute the Representation Letter as presented and submit to the Auditor. Paul Warden seconded. Motion carried unanimously.

The organization will comply with the recommendations as a result of the findings, including ensuring timely reconciliations and reporting. Jeff Tilton proposed appointing a task force to

work with the treasurer and accountant to establish timelines and clarify expectations moving forward so that the EFC, Governing Board, and Grantors get accurate and timely information.

Jane Campbell moved to assign a Financial Operations Task Force consisting of Scott Johnson, Paul Warden, Michael Rooney, and Stephen Friedman (as time permits) to work with ED, Treasurer, and Accountant to create a plan for the implementation of the recommendations as a result of the audit. Randy Tomlin seconded. Motion carried unanimously.

Lisa Birmingham provided a recap of the proposed 2024 budget that had no material changes from the one presented to the towns. Matt McCabe expressed concern about the 1% margin of error between projected expenses and cash available. Lisa Birmingham noted that the majority of the expense will be a fixed (contracted) number, so the money left over represents a larger percentage of the costs that may be less certain. Randy Tomlin added that the construction expense had a 10% contingency baked in. Lisa noted that \$281k will still be available from the pre-construction grant.

Michael Rooney moved to adopt the proposed 2024 budget as presented. Sam Lotto seconded. The motion carried unanimously.

#### **8:14 Operations and Executive Director Update**

The only further addition to her update, Lisa expects a second-proposed construction policy to be released the week of Dec 18<sup>th</sup>, and the public, including VCUDA and CUDs, will have 5 days to respond.

Jeff Tilton added that the LFCUD office will be moving to the LCPC offices in January, and volunteers will be needed to help with the move.

#### **8:17 Marketing & Communications Committee Update – J. Campbell/C. Caldwell-Edmonds**

Carol Caldwell-Edmonds reminded the board that taking turns with taking minutes will result in each board member taking minutes approximately once every 18 months. Jane thanked everyone for their participation in the internal survey and to expect a discussion on the results in January.

#### **8:19 New Business**

No new business.

#### **8:19 Discussion and Vote –Approval of Prior Minutes**

Randy Tomlin moved to approve the proofed November 11th minutes as presented in the Board packet, Jane Campbell seconded, motion passed unanimously.

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

Carol Caldwell-Edmonds suggested meeting hybrid, perhaps with cookies and lemonade. Stephen Friedman requested updating the meeting calendar so that cancelled meetings don't add clutter. Jeff Tilton reminded the board that the November and December meetings were

not on the normal schedule for statutory reasons, and that the normal schedule will resume in January, noting that the Financial Operations Task Force may recommend the EFC meet later in the month to ensure they have the timeliest financial reports to review.

**9:10 Wrap Up and Adjournment**

Randy Tomlin moved to adjourn, Michael Rooney seconded, motion passed unanimously.