



Governing Board Meeting
June 26, 2024 at 7:00pm
Meeting Virtual ONLY
Draft Minutes

7:03 pm Call to Order: Jeff Tilton called the meeting to order.

Board Members Attending
(V=Present and Voting, A=Absent)

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

Other Lamoille FiberNet attendees: Mark Schilling, Lisa Birmingham
Public/Guests: Colette Jurnak

7:06 pm Agenda Changes & Public Comment: none

7:07 pm Approval of May 22, 2024 Minutes

Carol Caldwell-Edmonds moved to approve the minutes as presented, Pamela seconded, motion passed unanimously, with Mark Woodward abstaining.

7:08 pm Treasurer Report

Mark noted that he and the accountant are reworking the May Bank reconciliation reports and that the monthly state report was timely filed. To assist in the transition, he recommended that the Board name him as an Assistant Treasurer with Read Only status to help with the Treasurer transition.

7:14 pm Treasurer Appointment - Discussion Executive Session

Motion: Pursuant to 1 V.S.A. § 313(a)(3): regarding the appointment or employment or evaluation of a public officer or employee, provided that the public body shall make a final decision to hire or appoint a public officer or employee in an open meeting and shall explain the reasons for its final decision during the open meeting, I move to enter into executive session. Included in the executive session will be all board members marked present on the roll call, any board member who subsequently joins the meeting during the session, as well as Mark Schilling and the Executive Director, Lisa Birmingham.

Motion: Stephen Friedman, Second: Jane Campbell. Vote: Unanimous.

7:17 pm Executive Session began.

7:24 pm Public Session resumed.

Treasurer Appointment

Motion: As a result of executive session, and based on the reasons specified in the Memo to the board from Jeff Tilton dated June 10th, 2024, I move that the Board appoint Colette Jurnak to the position of Treasurer, with all of the authorizations and responsibilities as specified in 30 V.S.A. § 3069 and the bylaws of Lamoille FiberNet and the Union Bank Authorizations, effective 01 July, 2024.

Motion: Pamela McKenna, seconded by Jane Campbell. Vote: unanimous.

Assistant Treasurer Appointment

Motion: To aid with the transition to a new Treasurer, I move that the Board appoint Mark Schilling as Assistant Treasurer, with read-only access to the QuickBooks and Union Bank accounts for a period of three months, ending September 30th, 2024.

Motion: Jane Campbell, seconded by Matt McCabe. Vote: unanimous

Treasurer Stipend

Motion: I move that the Board authorize the Executive Director to amend the 2024 budget to allow for a Treasurer's stipend of \$1000/month through October to compensate for a temporary increased workload related to the transition process and 2023 audit work, and then a stipend of \$600/month thereafter.

Motion: Stephen Friedman; seconded by Jane Campbell. Vote: unanimous.

Colette Jurnak rejoined the meeting and thanked Mark for his willingness to help with the transition.

Jeff noted that he will propose a bylaws change for the July meeting to make our bylaws language regarding the treasurer appointment consistent with the statute's language.

7:41 pm Phase I Construction Update

Lisa noted that the full list of addresses will be available soon and that Fidium's PreOrder website may not yet recognize all our grant-funded addresses. Jane noted that the website's "Get Connected page" now shows construction maps and timetable, as well as clickable buttons to check availability, pricing and how to pre-order.

Stephen is drafting an op-ed piece about drops and underground conduits, and the website will also cover FAQs about drops and underground conduit, as well as contractors who can install conduit. Carol C-E added that when calling CCI's 877 number, she found that they were very customer friendly.

Lisa noted that board members may get questions about easements and specific residents' concerns, and that board members may reply that CCI has easements already in place, so are generally authorized build. Board members can also forward residents with specific concerns to CCI. She also mentioned that people who have pre-ordered will get notified by CCI.

P2 Construction and BEAD Challenge Update – Birmingham

Lisa presented maps showing Phase II routes and a high-level cost estimate.

8:05 pm Executive Session — Phase II Construction Grant Budget and Sustainability Plan

Motion: Because this discussion involves facts and financial strategies and legal advice relating to both the Phase 2 construction and the sustainability plan that will impact contract negotiations - the premature general public knowledge of those facts, strategies and advice would clearly place the CUD at a substantial disadvantage, I move to enter into executive session pursuant to 1 V.S.A. § 313(a)(1)(A) and (F). Included in the executive session will be all board members marked present on the roll call, any board member who subsequently joins the meeting during the session, Treasurer Mark Schilling, Colette Jurnak, and the Executive Director, Lisa Birmingham.

Motion: Pamela McKenna, seconded by Carey Earle. Vote: unanimous.

8:05 pm Executive Session began.

8:40 pm Public Session resumed.

Phase II Construction Grant Application

Motion: I move, based on the information presented in the Board Packet and as described by the Executive Director, Randy Tomlin, Stephen Friedman, and Andy Ross, to authorize Lisa to negotiate terms with Consolidated consistent with the proposed budget and move forward with submitting the Phase II Grant Application with revised 2025-2026 budget to the VCBB for approval.

Motion: Carey Earle, seconded by Jane Campbell. Vote: unanimous.

Sustainability Plan Approval

Motion: I move that the Board approves the Sustainability Plan as described by Lisa Birmingham and the Sustainability working group, and further authorize Lisa to submit the Plan to the VCBB in compliance with LFCUD's grant agreement.

Motion: Carey Earle, seconded by Jane Campbell. Vote: unanimous.

Partnership Contract Amendment Negotiations

Motion: I move that the Board authorize Lisa Birmingham, Randy Tomlin, Stephen Friedman, and Andy Ross to continue engaging with Consolidated and legal counsel to negotiate the terms of potential contract amendments that would ensure both the long-term sustainability for the CUD and contract enforceability throughout the contract period.

Motion: Matt McCabe, seconded by Pamela McKenna. Vote: unanimous.

8:45 pm Executive Director Update

VCUDA finalized participation in the PUC docket re the CCI transfer. Lisa is the VCUDA Interim Vice Chair through November. Tomorrow we are submitting to the PUC our documentation that Southern Vermont, Otter Creek and Lamoille FiberNet CUD all support and will benefit from the transition. VCBB notified us that we need to file a request for BEAD match or not (we will decline) and whether we will be applying for our full ARPA allocation (in July we will file for all our ARPA allocation).

8:47 pm Wrap Up and Adjournment

July 24th will be our next board meeting.

Motion: Randy Tomlin moved to adjourn, Pamela McKenna seconded, motion passed unanimously.
Respectfully submitted, Jane Campbell