



**Governing Board Meeting**  
**September 25, 2024, at 7:00 pm**

**Location: Virtual Only**

**DRAFT MINUTES**

**Recording 1**

**Recording 2**

**7:04 pm- Call to Order:** Jeff Tilton called the meeting to order and took roll call.

**Committee Members Attending**

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

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

**Other Lamoille FiberNet attendees:** Lisa Birmingham, Colette Jurnak

**Public/Guests:** None

---

**7:07 pm- Agenda Changes:** Lisa Birmingham recommended we move the Phase 1 and Phase 2 construction update to the end of the meeting.

**7:08 pm- Public Comment:** None

**7:08 pm- Chair's Update:** CCI is planning a press conference/celebratory event for the end of October on the 24<sup>th</sup>.

**7:08 pm Approval of Prior Minutes:** Jane Campbell moved to approve the July 17, 2024, meeting of the Executive and Finance Committee. Paul Warden seconded. Motion passed unanimously.

**7:09 pm- Financial Update and Preliminary Treasurer Report:** Colette Journak presented the monthly reports to the board. Colette Journak reported that we had routine expenses in August and the report was done on time. We overpaid for rent. Comp time has been calculated. We are under budget in expenses due to legal fees. Colette explained that Net Position is accumulation of net profit and losses over the life of your existence and it should be zero at the end. Carol explained the purpose of the sweep account. Michael Rooney asked if we donated the fiber we purchased to another CUD. Or were they going to pay for it? Lisa Birmingham explained that it was donated at the guidance of the VCBB. Scott Johnson asked about the difference in the end amount for the Statement of Activities and the Budget to Actual. The cash forecast for the end of August is \$393,680 and for 2025 is \$200,089. Colette said the projection is that we will be \$8000 over budget but that the current budget was reduced. The cash forecast is that there will be \$200,089 remaining for 2026. Jeff Tilton recommended approving the forecast to allow Lisa Birmingham to spend up to those amounts without needing individual approvals.

Trevor Braun moved that the Board approve payout of 2023 comp time and approve the ED to spend up to the 2024 budget forecast both as presented in the meeting packet and described by Lisa and Colette. Carrie Caldwell Edmonds seconded. The Motion passed unanimously.

Colette Journak responded to a question from Stephen Friedman regarding the interest rate on our bank funds and options with higher rates would tie up our funds.

**7:45 pm- Long Drop Task Force Update:** The survey is still open and collecting responses. Three problems were identified. People do not know how far their drop would need to be; people do not know if they have a conduit or not; and people do not understand the questions. We are still getting a handle on the problem. More data is needed before making a recommendation to the board. Several members identified that there is more demand than funding available. John Woods asked if the first 500 feet of a long drop is covered by CCI. Jeff Tilton said that CCI had been asked and CCI said no. Stephen Friedman stated that there is still some lack of clarity on where the connection point is and customers don't know until CCI comes out.

**7:55 pm- Communications Update:** Good response to survey. Committee meeting date has been changed to match the EFC. A new FAQ has been posted on equipment. The committee is working with CCI on the "ribbon cutting" press conference. Thursday October 24<sup>th</sup> at VSU-Johnson. They will be working to publicize the event. Also, our email addresses will be on the website. Eden is lit for the first time.

**8:01 pm- Draft 2025 Budget and Annual Reporting to Towns:**

Lisa Birmingham made two points about the 2025 administrative budget and that we are building towards sustainability. We will have less construction and more compliance. The recommended budget is 14% more than what we looked at in March. We have funding for '25 and '26. We need to get ready for '27. Administering the Long Drop program will be complicated and require documentation. Contractor Support is not much but it is important and needs to be budgetted for. We are shifting from personnel to contractors. There will be legal expenses and some of it may be shared with other CUD's. There is a 10% contingency in this budget which we have not had in the past. Jane Campbell asked if we needed an office if we have no staff. Lisa said that we need a physical address and Jeff added that we will need a physical space for meetings. Andy asked if we spend less, could we use the funds for long

drops. Lisa said no. These funds are pre construction funds. It would require a grant amendment.

The 2024 Annual Report to member towns will include our Governance – Board and Committee membership; Accomplishments and Next Steps; Local ARPA Contributions Update; Financial Update that includes 2024 budget v. Projected year end, Balance sheet as of September 30, 2024 and the 2025 Proposed Budget – original and Phase 1 Construction. We will also include a paragraph that is specific to each town.

**8:30 pm-Transition and Sustainability Planning:**

Citing 1 V.S.A. § 313(1)(a), and noting that the discussion will be centered on contractual agreements not yet executed with CCI, of which the premature public disclosure of would likely put LFCUD or our partner at a substantial disadvantage, I move to enter into executive session. Included in the session should be all board members noted in the roll call as well as Lisa Birmingham and Colette Jurnak. Stephen Friedman moved. Jane Campbell seconded. Motion carried unanimously.

**9:16 pm- Exit Executive Session: No action taken related to executive session.**

In relation to the Draft 2025 discussion prior to executive session, Paul Warden moved that the board approve the draft 2025 budget in the amount of \$1,798,679 as presented in the packet and described in the meeting.. Trevor Braun seconded. No further discussion. Motion carried unanimously.

In relation to the Annual Town Report discussion prior to executive session, Jane Campbell moved that the board approve the financial and substantive narrative components of the annual report as described and presented in the meeting packet, and authorize the MCC or other board members to finesse the styling and appearance as necessary prior to disbursing to towns. Andrew Ross seconded. No further discussion. Motion carried unanimously.

Quarter 4 meeting dates were agreed upon at the last meeting. Executive Finance Committee meeting is November 6th. November 13th is the public hearing on the budget as well as the Governing Board meeting. December 4th is the Executive Finance Committee meeting. December 11th is the Governing Board Meeting at which we will adopt the 2025 budget and the goal should be to meet in person. We need to find a location.

**9:20 pm Phase 1 and 2 Construction Update:**

Lisa Birmingham said Johnson is lit and released and Eden now has broadband. We have the final address list and will submit the list with detailed engineering to the VCBB as a grant condition. We expect to be invoiced by CCI next week for 30% of the remaining wire centers. It looks like there will be under 10 addresses that will not be completed by the end of September. From the Executive Director report: P1 Construction. Installations have begun in portions of Morristown, Elmore, Johnson, Hyde Park, and Stowe. A scheduling collision with VTRANS and CCI (both working in same areas on Rte 15 and Rte 109) caused some delays for parts of Cambridge, Waterville and Belvidere. With support from LCPC, VTRANS and CCI realigned schedules. Work should reboot 9/18. Completion is still scheduled for month end.

P2 Update. Approved; will now work with legal counsel to draft contract amendments and VCBB staff to draft Grant Amendment and a new Grant Agreement for the \$188k in state funds.

Stephen Friedman asked about an FAQ that CCI was going to give us. The FAQ is not ready for distribution. Jeff Tilton does not think the process is clear enough right now for CCI to give us an answer. Carol Caldwell-Edmonds confirmed that we are updating the FAQ's with the information we have.

The October meetings are the 16<sup>th</sup> Executive Finance Committee and the 23<sup>rd</sup> is the Governing Boardmeeting.

**9:35 pm- Adjourn:** Andrew Ross moved to adjourn. Stephen Friedman seconded. Motion carried unanimously.

Respectfully submitted by John Meyer

###