



Governing Board Meeting
January 22, 2024, at 7:00 pm
Location: Virtual via Teams and In-Person at LCPC Conference Room
52 Portland Street, Morrisville, VT
DRAFT MINUTES

7:03 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	P/V	Carol Caldwell-Edmonds		
Cambridge	P/V	Sam Lotto	A	Matthew McCabe
Eden	P/V	Carey Earle		
Elmore	P/V	Trevor Braun		
Hyde Park	P/V	Carol Fano		
Johnson	P/V	Paul Warden	A	Mark Woodward
Morristown	P/V	Jane Campbell	P	John Meyer
Stowe	P/V	Stephen Friedman	A	John Woods
Waterville	P/V	Jeff Tilton	P	Scott Johnson
Wolcott	P/V	Andrew Ross		

Lisa, Colette

Other Lamoille FiberNet attendees: Lisa Birmingham, Colette Jurnak

Public/Guests: None

7:05 pm- Agenda Changes:

Sam moved and Stephen seconded to dive into long drop program right up front
Amended by Jeff to re-order agenda slightly to facilitate a better conversational flow: Move
Consent Agenda to after RFQ Responses for Legal Services, Grant and Compliance
Administrator, and Auditor. Move LDP discussion to after P2 and P2 Grant Contract
Amendments Discussion.
Approved unanimously

7:08 pm- Public Comment: None

Carol – in the absence of an active board member from any town does the select board step in?
 Jeff/Lisa – We reach out to select board for recommendations of board members, but we believe the select board only has appointing authority.

7:12 pm- Chair's Update:

Lisa's update covers most everything
 Escalated several issues with CCI

7:12 pm- Financial Update and Treasurer's Report

Colette reviewed the financial report.

December budget revision/updates require approval.

Need to discuss RFQ with auditors

Need to review financial controls and report back to GB

Jane moves and Paul seconds to approve the forecast and adopt as the 2024 budget – APPROVED unanimously.

Lisa can't approve invoices any longer, so we need an agreed upon process. The approved 2025 budget sets the parameters for spending based upon budget line items.

Jane moves and Trevor seconded to update the financial procedures to reflect the recommendations of Treasurer regarding processing invoices and authorizing payments:

- a. The Board will authorize the District Clerk to process all invoices, those that are considered recurring and budgeted, and submit all others to the EFC for approval.
- b. Any non-recurring (one-time) invoices will be approved by the EFC, who will then authorize payment by the treasurer.
- c. The Treasurer is authorized to pay all recurring and budgeted invoices approved by the Clerk.

APPROVED unanimously.

7:38 pm- RFQ Responses for Legal Services, Grant and Compliance Administrator, and Auditor:**Legal Services**

Jane moves and Paul seconded to acknowledge and agree with the recommendation of selecting Primmer & Piper for Legal Services. Furthermore, move that the board authorizes the Board Chair, Jeff to execute the contract, consistent with the RFQ and within the approved Budget.

APPROVED unanimously.

Clerk and Grant Administrator

Jane moves and Paul seconded to acknowledge and agree with the recommendation of selecting Lamoille County Planning Commission for District Clerk and Grant Administrator Services. Furthermore, move that the board authorizes the Board Chair, Jeff to execute the contract, consistent with the RFQ and within the approved Budget.

APPROVED (yeas: Carey Earle, Carol Fano, Paul Warden, Jane Campbell, Stephen Friedman, Andrew Ross Abstain: Carol Caldwell-Edmonds, Sam Lotto, Trevor Braun, Jeff Tilton)

7:45pm

Stephen moves to enter Executive Session Citing 1 V.S.A. § 313(a)(1)(A), move to enter into executive session since the specific topic of discussion would be contracts for Auditor 2025, the premature general public knowledge of which would clearly place the public body, or a person involved at a substantial disadvantage. Additionally, pursuant to 1 V.S.A. 313(b), move to include the following: members of the Board and Officers included in the roll call (or joins subsequently) and whose information and insight is necessary to the discussion be included in such executive session. APPROVED unanimously.

8:11pm

Came out of Executive Session as a result of executive session: Colette and Lisa will do more outreach and follow-up RE: audit RFQ's and report back to the EFC.

8:12 pm- Consent Agenda:

Jane moves and Carol seconded to approve the consent agenda. APPROVED unanimously.

8:13 pm- P1 and P2 Grant and Contract Amendments:

Waiting for CCI to give us language for proposed grant and contract amendments.
(see Lisa's report)

Trevor moved and Stephen seconded that the Board approve a reallocation of any Precon 06 savings from Engineering to General and Administration – Long Drop Administration, and any other Phase 1 construction savings to Phase 2 Construction and LDP for 2025-2026 budgets. APPROVED unanimously.

8:22 pm- Long Drop Program:

It was moved for Jeff to issue a proclamation resolving the LDP issue. APPROVED

With regards to timing of LDP deadlines, Jane made a motion and Carol C-E seconded to declare the round 1 application window closed for all addresses on 3/31/2025, to include both Act 71 and Town Funds. A second window, applicable only to eligible Act 71, LFCUD Construction Phase 1 or 2 eligible addresses (or addresses not on the Act 71 list but in one of the ARPA towns with remaining funds), will close on November 1st, 2025, or when available funds are spent, whichever occurs first. The Board can decide to change this window if unexpected circumstances arise. APPROVED unanimously.

Trevor moves and Stephen seconded to authorize Lisa with Jeff and Andy to negotiate terms with CCI that are consistent with the program description approved by the Board and consistent with advice of legal to ensure timely and efficient implementation of the LDP, including a fair and reasonable allocation of costs. APPROVED unanimously.

9:26 pm- Marketing and Communications Update:

N/A

9:27 pm- Administrative Transition and Governance Update:

Paul moves and Stephen seconded that Jeff execute an agreement with Lisa consistent with the RFQ and with legal counsel and within the approved Budget. APPROVED unanimously.

9:34pm- Roundtable Updates:

Tabled

9:35pm- Adjourn: Jeff declared the meeting adjourned.

Respectfully submitted by Scott Johnson

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