



**Lamoille FiberNet Communications Union District**

**Governing Board Meeting**

**Thursday March 27, 2025 at 7:00 pm**

**HYBRID MEETING**

**Location: In person and Virtual**

**LCPC Conference Room - 52 Portland St. 2<sup>nd</sup> Fl. Morrisville, VT**

**DRAFT MINUTES**

**7:01 pm Call to Order:** Jeff Tilton called the meeting to order.

**Committee Members Attending**

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

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

Other Lamoille FiberNet attendees: Lisa Birmingham and Colette Jurnak

Public/Guests: Jose Aguayo VCBB

**7:05 pm Agenda Changes:**

Jeff Tilton proposed moving LDP discussion to after Contracts. Jane Campbell seconded the motion. The motion was unanimously approved. No other agenda changes were proposed.

**7:07 pm Public Comment:** There was no public comment. Lisa introduced Jose Aguayo, from VCBB, to the board. Lisa acknowledged his help with grant amendments and LDP program.

**7:10 pm Chair's Update:**

Jeff said there were no new additions to the report sent to the board.

**7:11 pm. Financial Update and Treasurer Report:** Colette Jurnak updated the board. December report is almost completed in preparation for upcoming 2024 audit. January and February numbers will change slightly once December has been completed. Draft reports for January and February were presented.

**7:20 pm Funding Update:**

Lisa Birmingham reported that the VCBB has been informed the LFCUD will not be using the grant awarded last year for Phase 2. Phase 1 savings will be used. Lisa also reported possible changes to the BEAD program funding subject to BEAD criteria changes and/or limitations from the new Administration. These potential changes do not impact LFCUD.

7:26 pm Jane Campbell made the motion that the Board **finds** the information to be discussed is subject to a confidential competitive State bidding process and if such information is prematurely disclosed could place that person at a disadvantage, and because of such finding, Jane further moved that the Board enter Executive Session Citing 1 V.S.A. § 313(a)(6) and 317(c)(1 and 9), because the specific topic of discussion would be records exempt from the access to public records provisions of section 316. Jane further moved to include the following: members of the Board and Officers included in the roll call (or joins subsequently). Paul Warden seconded the motion. Motion passed unanimously.

**7:45 pm** Board returned to public session with the following action to be taken:

**Authorization for CCI Letter of Support.**

Jane Campbell moved to authorize Lisa to draft and Jeff to sign letter of support for the requesting party's BEAD application. Stephen Friedman seconded. Motion carried.

**7:46 pm Marketing and Communications Update:** No changes to report.

**7:47 pm Governance Update:**

Appointment of District Clerk for administrative tasks since Lisa Birmingham is no longer Executive Director but rather a consultant at this time.

Paul Warden moved the LFCUD Board hereby appoints R. Tasha Wallis to be District Clerk, thereby replacing Lisa Birmingham, April 1 2025. Stephen Friedman seconded. Motion carried.

**Proposed By-Law Changes:** Jeff introduced discussion on dissolving the Executive Finance Committee as it seems to be redundant to the functions of the board. It served its purpose in the early days of the board.

Stephen Friedman moved to update the bylaws as presented and discussed. Paul Warden seconded. Motion carried.

Carol Caldwell-Edmonds made the motion to hereby dissolve the Executive and Finance Committee,  
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effective immediately. Jane Campbell seconded. Motion carried.

Paul Warden moved to update the Financial Procedures to reflect the recommendations of the Treasurer regarding processing invoices and authorizing payments consistent with the updated Purchasing Policy. Carey Earle seconded. Motion carried.

Jane Campbell made the motion that, in light of the transition from an Executive Director-led, employee-based organization to a volunteer-led, contractor supported organization, the Board wants to ensure a smooth and practical transition. While and until the Board considers various policy and procedure updates, the Board expressly delegates to the Chair: decisions or action previously delegated to the Executive Director. Paul Warden seconded. Motion passed unanimously.

**8:12 pm Annual Review of Policies-** Jeff updated board on efforts to refresh policies. Draft possibly available by April.

**8:13 pm 2025 Contracts for GB Approval:** Lisa updated board on status of grant amendment and CCI contract for Phase 2 addresses. Final contract draft pending final Department of Public Service approval. Lisa updated board on CCI's change to their drop policy from 500 feet to 2000 feet. Lisa also confirmed grant funds can be used for long drops for any addresses that are in the Universal Service plan.

Andrew Ross made a motion that once the grant amendment with long drop language codified is received and determined to be in line with our application and long drop program, and contingent on legal and consulting review, authorize Jeff to execute the P2 grant amendment. Stephen Friedman seconded the motion. Motion carried.

Stephen Friedman moved that once thoroughly reviewed by Lisa and legal counsel, authorize Jeff to execute CCI P2 amendment and LDP language as long as material terms are consistent with representations. Paul Warden seconded the motion. Motion passed unanimously.

**8:29 pm KBS Audit Engagement:** Colette updated board on the audit. Engagement letter has been signed.

**8:30 pm IT Support:** Board discussed current and future needs for Microsoft Office and document archives support.

Jane Campbell moved to approve Jeff and Lisa to negotiate with and hire Carol Fano as an hourly IT consultant, given her proven expertise and deep understanding of our organization, which make her uniquely qualified for this role. Additionally, the Board approves an increase of \$3,000 to the 2025 budget to accommodate this. Carol Caldwell-Edmonds seconded the motion. Motion carried.

**8:40 pm Long Drop Program (LDP) Update:** Lisa updated board on LDP application status. Discussion was had regarding status of unused ARPA funds.  
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Jeff Tilton made the motion to update our LDP policy to specify that in an address qualifies for a free drop from CCI or can be paid for by Act 71 and constructed by CCI, then no other option paid for by Town ARPA funds will be permitted. Jane Campbell seconded the motion. The motion carried.

**9:08 pm Other Business:**

**Approval of Prior GB Minutes:** Approval for January 22<sup>nd</sup> GB meeting and February 5<sup>th</sup> special meeting. Jeff referenced a clerical error in the January 22<sup>nd</sup> board meeting minutes that should be corrected.

Jane Campbell moved to approve both sets of minutes with the change that it the same as the transcription and also for the January minutes. The year was 2024 and it should be 2025. Carol Caldwell-Edmonds seconded. Motion carried.

Jeff made the motion that the Board revert back to a monthly meeting schedule, with meetings on the fourth Wednesday of each month. Jane Campbell seconded. Motion carried.

Next board meeting will be April 23<sup>rd</sup> 7:00 pm. Agenda to be distributed.

**9:14 pm** Jane Campbell moved that the Board **find** the information to be discussed is subject to a confidential competitive State bidding process and if such information is prematurely disclosed could place that person at a disadvantage, and because of such finding, I further move that the Board enter Executive Session Citing 1 V.S.A. § 313 (a) (6) and 317 (c), (1) & (9), because the specific topic of discussion would be records exempt from the access to public records provisions of section 316. I further move to include the following: members of the Board and Officers included in the roll call (or joins subsequently). Paul Warden seconded. Motion carried.

**9:43PM** GB returned to public session with no actions required.

Jeff Tilton made the motion to Adjourn. Stephen Friedman seconded. Motion carried.