



Governing Board Meeting
August 20, 2025, at 7:00 pm

Location: Virtual via Teams and In-Person at LCPC Conference Room
52 Portland Street, Morrisville, VT

DRAFT MINUTES

7:01 pm- Call to Order: Andrew Ross 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	Tyler Barber
Cambridge	V	Sam Lotto	P	Matthew McCabe
Eden	A	Carey Earle		
Elmore	V	Trevor Braun		
Hyde Park				
Johnson	V	Paul Warden		
Morristown	V	Jane Campbell	A	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 LFCUD Consultant and Colette Jurnak, Treasurer, Mark Mastrangelo

Public/Guests: None

7:04 pm- Agenda Changes:

The chair moved to add a consent agenda item to include GB approval of the handbook modifications made earlier in the year as well as the minutes from the July meeting. Jeff seconded. Motion carried.

7:04 pm- Public Comment:

Public Comment - None

7:05 pm- Chair's Update:

- Consent Agenda

- Minutes from last month, and formal approval of the handbook. Substantive changes have already been approved, with some additional minor editing and formatting as the documents were migrated into a single document.
- Today's Discussion
 - Under Construction Update: Phase 1 will review the current state of the earlier unexpectedly high invoice, and we'll discuss the latest on Wolcott via reviewing the draft contracts in Executive Session.
 - Note from last meeting that internal triumvirate kick-off was held, with the next steps to re-engage with OCCUD and SoVTCUD.
- Reference
 - [Minutes and In-Person Greeter Organization List](#)
 - September has John Mayer taking minutes and Matt McCabe being the in-person greeter

Lisa will follow up on a question regarding what equipment will be necessary for the "in-person" meeting locale.

7:08 pm- Technical difficulties prompted a new roll call, adding several members all noted in the roster. A re-vote on agenda change yielded all in favor.

7:17 pm- Consent Agenda – July Minutes and Formal Approval of the Handbook

The determination was made that approving the Handbook/Policy revisions should not be included because it was not warned.

Andy moved to remove consent agenda from the agenda. Trevor seconded. Motion carried unanimously.

Jane moved to approve the July 16th Governing Board Meeting minutes. Trevor seconded. Motion carried unanimously.

7:23 pm- Financial Update and Treasurer Report

- Colette presented the Treasurer's Monthly Financial Report. She followed up on a question regarding worker's comp insurance. We are not required to carry this.
- Draft 2024 Single Federal Audit and 2024 Financial Audit-clean audit. Collete remarked that the Auditors have been especially professional and pleasant to work with. Lisa will send to the towns after the final audit is approved by the board, to include an executive summary as recommended by Sam.
- Lisa recommended meeting early in September to accept the final audit which will include a management letter as well as updated dates on the financial numbers. KBS will be invited to present and/or take questions.

7:44 pm- Marketing and Communications Update

Jane Campbell: MCC meeting on an as-needed basis. FPF subscription was not extended. No further substantive updates.

7:45 pm- Construction Update

Phase 1 Final Invoice

Lisa and Andy are reviewing CCI invoices from their vendors and matching to the overall invoice, and alignment with the long drop program parameters, primarily amount, address, and prior approval when needed. This is ongoing based on CCI providing vendor invoices on August 8, and initially reviewing vis-a-vis the Single Federal Audit. Bulk of excess invoice was from power back-up units for remote terminals. Additionally, there was work done on long-drops early in 2025 that was included on the final P1/2024 invoice. An email from Sarah provided some further details on the long drop charges, but further clarification and verification will be required, but we expect some of the drop charges may be dropped.

Once the final P1 invoice was broken down into 2024/2025 work, the auditor and bookkeeper agreed that there would not be an impact on the 2024 audit.

Phase 2

Phase 2 construction is completed and addresses are being connected.

CCI is being responsive to constituent escalations. Mark M described the new process to relay information back and forth to all involved parties with each escalation as well as how to identify when an escalation is fully rectified. Of the several dozen open escalations since last year, Mark noted we are down to 12 open issues district-wide. Board members should give the drops@ email to constituents with concerns or issues. Asking the constituent to reach out to Fidium if they haven't recently is a good first step for scheduling installation.

8:15pm- Wolcott Update: Review of current status of funds and summary of issues.

Andy requested the opportunity to discuss updated information as part of contract negotiations and confidential partner information impacting Wolcott Update and requested the following motions to enter executive session.

First Motion: I move that the Governing Board find that our ongoing contract negotiations with third parties regarding constructing remaining Wolcott addresses contain sensitive, non-public information, and that the premature general public knowledge of that sensitive information would clearly place our CUD at a substantial disadvantage; and to discuss confidential information of a partner, and based on that finding, I further move that the Governing Board enter into Executive Session as authorized by 1 V.S.A. section **313(a)(1) (A)** pertaining to contract negotiations and **313(a)(6)** Exempt Public Records in the form of a partner's confidential proprietary information.

Andy R moved, Jeff seconded, passed unanimously.

Second motion: Pursuant to 1 V.S.A. section 313(b), I move that the members of the Governing Board and CUD officers present, and Lisa Birmingham, whose information and insight is necessary to the discussion, be included in such executive session: That would include myself, Andrew Ross, Carol Caldwell-Edmonds, Colette Jurnak, Jane Campbell, Jeff Tilton, John Woods, Lisa Birmingham, Matthew McCabe, Paul Warden, Scott Johnson, Stephen Friedman, Trevor Braun, Sam Lotto and Mark Mastrangelo.

Andy R moved, Stephen seconded, passed unanimously.

Executive Session began at 8:17 pm

8:46 pm- Public session resumed.

8:46 pm Post Executive Session: As a result of executive session, the following action was taken:

No action was taken during Executive Session. The chair moves to authorize Andrew R. to sign and execute agreements with CCI and NEKCV reflecting the buildout of west Wolcott and having NEK accelerate the buildout of the remainder of Wolcott addresses reflecting the terms as presented in the meeting packet.

Paul seconded. Motion passed unanimously.

8:48 pm - Q3/Q4 Organizational Deliverables and Deadlines

Andy will work with Lisa and Collete to prepare a notification for the towns informing that they will be offered their unused ARPA contributions that will be distributed to the board for comment.

8:49 pm- Other Business

Next meeting is Wednesday, 9/24/25 at 7pm – hybrid, location TBD. The board will need to approve both the 2024 audit as well as the 2026 budget. Poll to identify a date/time will go out shortly for a build completion celebration, to include friends and family.

8:51 pm- Adjourn:

Having exhausted the agenda, the meeting was adjourned.

Respectfully submitted by Jeff 8/21/25