Governing Board Meeting
November 12, 2025, at 7:00 pm
Location: Virtual via Teams and In-Person at LCPC Conference Room 52 Portland Street, Morrisville, VT

Approved 12 December, 2025

7:02 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	P	Carol Caldwell-Edmonds	V	Tyler Barber
Cambridge	A	Sam Lotto	V	Matthew McCabe
Eden	**V**	Carey Earle		
Elmore	**V**	Trevor Braun		
Hyde Park		*Vacant*		
Johnson	**A**	Paul Warden		
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: Colette Jurnak, Treasurer; Conrad Becker, LCPC; Lisa Birmingham, LFCUD Consultant **Public/Guests:** Scott Brooks (Fidium)

7:06 pm - Agenda Changes

- Include a discussion and possible motion on the previously approved draft 2025 budget and updates to it
- Include a discussion and possible motion on the previously approved draft 2026 budget to formalize as LFCUD’s 2026 budget, noting a typo in the original agenda. Still to be discussed during the 2026 Budget section
- Include a discussion and possible motion for a hold harmless agreement with Carol Fano, as part of Operations & Governance Update

- Include a discussion and possible motion to approve the Governing Board Handbook, as part of Operations & Governance Update.
- Possible Executive Session to review details of the Sustainability activities

7:08 pm - Jane Campbell moves to add agenda changes and seconded by Stephan Friedman. Passes unanimously.

7:11 pm - Public Comment – Non-Budget Items: None

7:11 pm - Chair's Update

- Approve changes to the 2025 Budget, after public comment
- Approve changes and adopt the 2026 Draft Budget, after public comment
- Important administrative items in re: to approving the Governing Board Handbook and Financial Policies.
- Sustainability update and upcoming activities
- Transition from Marc to Conrad for tracking activities, announced at the last meeting. Conrad's first meeting without Marc.
- Treasurer's report might be delayed, as Colette was on vacation up until Tuesday

7:13pm – 2026 Draft Budget

- Colette, Lisa, and Andy reviewed updates to the 2025 Budget
- Public comments included the following, both via email and by members of the public who are present:
    - Q4 2025 forecast is a little low, but overall total is unchanged via Lisa Birmingham.
    - This is very close to the materials from September, but offering more detail. This reflects what we will approve tonight.
- Colette, Lisa, and Andy reviewed updates to the 2026 Budget. The primary modification is to include the retained ARPA funds from Wolcott, which will be paid directly to NEKCV for their construction in Wolcott. The agreement with Fidium for western Wolcott is not yet included as the cost has not been provided and the payment agreement with NEKCV has not been approved. This is a passthrough deal and so will impact the income line and the expense line equally, by definition, and will be voted on and added to the 2026 budget when the facts become known.
- There are a couple of estimates from Fidium for the Wolcott build. The estimate has ranged and we'll have the latest number shortly.
- Public comments included the following, both via email and by members of the public who are present:
    - None

- **Motion:** Trevor Braun moved to accept the updated 2025 budget as presented. Seconded by Jane Campbell. Passed unanimously.

- **Motion:** Trevor Braun moved to accept the 2026 budget as presented. Seconded by Jeff Tilton. Passed unanimously.

7:36pm – Treasurer's Update

- Colette presented the Treasurer's Monthly Financial Report
- Review of updates to Financial Policies will happen next month.

7:43 pm – Phase 2 / Long Drop Program Update

- Conrad reported that there is no long drop update. Progress is expected to slow going forward due to winter moratoriums.
- There are 9 escalations open and 80% have been resolved. There is only one new escalation.
- Conrad noted that as board members become aware of issues, they should be brought to him for escalation.
- Scott Brooks from Fidium is the person to escalate to when it is a more difficult situation.

7:47 pm – Fidium update; Contract Amendment

We are working with Fidium on a quote for western Wolcott. Once settled, we'll work with NEK to approve the amount, as they are funding the construction. Possible Executive Session to discuss details of the deal.

7:51 pm - Operations & Governance Update

Fidium review of Schedule D Report

- Scott Brooks of Fidium reviewed the Schedule D report.
- Fidium has been outperforming the industry for NetPromoter score, though we don't have the most recent scores at this time.
- After action reports do happen after outages – from Fidium's Network Operations Center and can be shared with the Board.

Review of Q3 KPI Slide from VCBB

First Motion: Because the KPI Report includes proprietary and confidential business information which are not public records, I move that the Board enter into executive session as authorized by 1 V.S.A. 313(a)(6) to receive and discuss those select portions of the Q3 Performance Report. Andy R moved, Stephan Friedman 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, Stephen Friedman, Trevor Braun, Carey Earle, Tyler Barber and Conrad Becker.

Andy R moved, Tyler Barber seconded, passed unanimously.

8:37 pm Public session resumed. No decisions were made as a result of Executive Session.

8:37 pm Update Sustainability Planning

Work has been background work to date:

- Met with Eli to review merger vs. Inter-local agreement approaches, which was reported last time.
- Met with Eli to review need for audit in 2027 and beyond. This was a positive conversation from a cost perspective, and we have asked Eli to draft an opinion on this.
- Met with our insurance company CEO, along with OCCUD and SoVT CUD, to understand their experience as it applied to our options, and how it might inform our options going forward. Andy reached out to VLCT/Katie Buckley and is being put in touch with their insurance lead.
- We have collected planned and expected expenses for each major budget line for 2026 and 2027 across the three CUDs.
- Will be meeting with LCPC on their ability to take on additional tasks in 2026 and beyond. Meeting scheduled for 11/20. This would likely mirror relationships that OCCUD and SoVT CUD have with their county planning commissions.

Next steps are to form groups to address certain budget line item to align our operations with the budget available in 2027. Reach out to Andy with your interest and questions; LCPC discussion is 11/20. Areas include:

- Accounting/Treasurer: Potential for shared service vs. Independent. Part of LCPC conversation.
- Admin & Reporting: Potential to work with LCPC.
- Dues & Subscriptions: Decision on dues, potential VCUDA dues discussion.
- D&O Insurance: Decision possibly varying based on future discussion with VLCT.
- Website/Record Retention:
  - Email and Sharepoint: New processes and practices while meeting regulatory requirements
  - Website: Potential alternative to work with LCPC or other CUDs vs. standalone

8:52 Approval of Governing Board Handbook

Jeff reviewed the material changes for the Governing Board Handbook which includes the policies of the organization except for financial policies which are separate. Discussion ensued.

Motion: Jane Campbell moved to approve the Governing Board Handbook. Tyler Barber seconded. Motion carried unanimously.

8:59 Motion: I move that the Committee/Board "find that premature general public knowledge of the discussion relating to the acceptable terms of a proposed contract with our independent IT/and cyber security contractor would clearly place our CUD or that contractor involved at a substantial disadvantage and that 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.

Andy R moved and Stephan Friedman 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, Stephen Friedman, Trevor Braun Conrad Becker and Carey Earle. Seconded by Tyler Barber. Passed unanimously.

Approval of Hold Harmless Agreement with Carol Fano

Andy noted that Carol is our IT contractor but doesn't have insurance coverage for the work she performs for us in general or will perform for us as part of the Sustainability activities. As a result, she asked for a hold harmless agreement. We have a draft which legal counsel has reviewed, for her consideration.

Next steps: check stipulations in the grant, run by legal and get a quote looking at specific kind of insurance needed.

Motion: We have three concurrent activities to investigate further 1) check stipulations in the grant, 2) run by legal and 3) get a quote looking at specific kind of insurance needed. Andy to negotiate a premium no greater than $5,000. Seconded by Tyler Barber. Motion carried unanimously.

9: 31pm - Other Business

Approval of Prior Board Minutes

Motion: Tyler Barber moved to approve the October 22nd Governing Board Meeting minutes. Trevor Braun seconded. Motion carried unanimously.

9:32 pm - Communications Update: None

9:32 pm - Future Agenda Items:

Next meeting is Wednesday, 12/10/25 at 7pm – in person at The Tavern. Provided there is no pressing business, no meeting will happen, just a social event celebrating completion of the USP. Significant others are included. Jeff will organize.

9:34 pm - Adjourn

Having exhausted the agenda, the meeting was adjourned.

Respectfully submitted by Carey Earle 11/12/2025