



# Special Governing Board Meeting Minutes - approved 8.15.24

July 11, 2024

In-Person Location: None - see note re ACT 78 below.

Attendees: See attached list.

5:35 pm

## Role Call & Agenda Review

### Update on Merger Analysis

- **Discussion Summary:** Nick explained that this vote to continue the merger process or not needs to happen tonight because of the BEAD application timeline. There are insufficient resources to prepare multiple BEAD applications pending the August vote. The Executive Committee has not met since the latest information has been gathered and synthesized so they don't have a formal recommendation.

### Motion to Approve the Continuation of the Merger Process -tabled to enter Executive Session

Motioned: Nick Anzalone Seconded: Mary Metcalf	For	Against	Abstain
Motion: To approve the continuation of the merger process with the understanding that staff is going to proceed as if we are merging in order to work on integration, BEAD preparation, partnerships, negotiations, and other important business. A yes vote indicates that you will be present and voting yes at the final vote on August 15, 2024 barring the presentation of new information.			

### Executive Session to Discuss Merger

Entered 5:42 pm

<b>Motioned: Evan Carlson Seconded: Sally Vallat</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<b>Motion: To go into Executive Session under the provisions of 1 VSA §313 with staff, contractors, and Colleen Morris to discuss merger of NEK Broadband and CVFiber, finding that premature disclosure could substantially disadvantage the CUD if it were to be made public at this time.</b>	Passed with no objections	0	0

Jennille Smith entered during executive session at 5:45pm. Mike Gaiss entered at 5:47pm. David Mannix entered at 5:48pm. Paul Fixx entered at 5:48pm Terrence Curran entered at 5:50pm. Laura Emery entered at 6:02pm. During executive session, David Mannix left at 5:49pm. Jennille Smith left at 5:49pm; Peggy Stevens left at 6:13pm. Lynette Deaette left at 6:14pm. Bill Davis left at 6:20pm, and Jonathan Baker left at 6:33pm. Executive Session was exited at 6:34pm.

### Motion to Approve the Continuation of the Merger Process

<b>Motion was moved: Rob Dewees Seconded: Sally Vallat</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<b>Motion: To approve the continuation of the merger process with the understanding that staff is going to proceed as if we are merging in order to work on integration, BEAD preparation, partnerships, negotiations, and other important business. A yes vote indicates that you will be present and voting yes at the final vote on August 15, 2024 barring the presentation of new information.</b>	34 See voting record in attendance below	0	0

The following Governing Board Representatives were unable to be present for the Roll Call vote but indicated that they would have voted "yes" - Peggy Stevens, Jonathan Baker, Bill Davis and Larry Labor.

### Adjourn at 6:43 pm

<b>Motioned: Mary Metcalf Seconded: Noah Armstrong</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
	Passed with no objections	0	0

Drafted by Kitty Ufford-Chase, Clerk

Name	Member Town	Type		Roll Call	Time Left		
				6:35 PM		Voting	38
Rob Dewees	Albany	Primary	V	YES		Present	8
Neil Glassman	Barnet	Primary	V	YES		Staff	4
Nate Nugent	Bloomfield	Primary				Guest	3
Michael Strait	Brighton	Primary					
James Ozone	Brighton	Alternate	V	YES		quorum is 26	
Noah Bond	Brighton	Alternate					
Amber Hastings	Brownington	Alternate					
William Davis	Brownington	Primary	V		6:20		
David Caron	Brunswick	Primary					
Theresa Caron	Brunswick	Alternate					
Patricia Vanderhoop	Burke	Primary					
Ann Morgan Wade	Canaan	Primary	V	YES			
Frank Sawicki, Jr	Canaan	Alternate					
John Kellogg	Charleston	Alternate					
Peggy Stevens	Charleston	Primary	V		6:13		
Bill Humphrey	Concord	Primary					
Charles Conn	Coventry	Primary	V	YES			

<b>Phil Marquette</b>	<b>Coventry</b>	<b>Alternate</b>					
<b>Rudy Chase</b>	<b>Craftsbury</b>	<b>Primary</b>	<b>V</b>	<b>YES</b>			
<b>Brian Machesney</b>	<b>Craftsbury</b>	<b>Alternate</b>	<b>P</b>				
<b>Jonathan Baker</b>	<b>Danville</b>	<b>Primary</b>	<b>V</b>		<b>6:33</b>		
<b>Bob Kelley</b>	<b>Derby</b>	<b>Alternate</b>					
<b>Grant Spates</b>	<b>Derby</b>	<b>Alternate</b>					
<b>Lindsay Brainard</b>	<b>Derby</b>	<b>Alternate</b>					
<b>David Barlow</b>	<b>Derby</b>	<b>Primary</b>	<b>V</b>	<b>YES</b>			
<b>Noah Armstrong</b>	<b>Glover</b>	<b>Primary</b>	<b>V</b>	<b>YES</b>			
<b>Hadley Piper</b>	<b>Glover</b>	<b>Alternate</b>	<b>P</b>				
<b>Sheryl Brown</b>	<b>Granby</b>	<b>Alternate</b>					
<b>Sonia Peters</b>	<b>Granby</b>	<b>Primary</b>	<b>V</b>	<b>YES</b>			
<b>Mary Metcalf</b>	<b>Greensboro</b>	<b>Primary</b>	<b>V</b>	<b>YES</b>			
<b>John Stone</b>	<b>Greensboro</b>	<b>Alternate</b>					
<b>Terrence Curran</b>	<b>Groton</b>	<b>Alternate</b>	<b>P</b>				
<b>Mike Gaiss</b>	<b>Groton</b>	<b>Primary</b>	<b>V</b>	<b>YES</b>			
<b>John Orlowski</b>	<b>Guildhall</b>	<b>Alternate</b>					
<b>Richard Schiller</b>	<b>Guildhall</b>	<b>Primary</b>	<b>V</b>	<b>YES</b>			
<b>Paul Fixx</b>	<b>Hardwick</b>	<b>Primary</b>	<b>V</b>	<b>YES</b>			
<b>Ed Brady</b>	<b>Holland</b>	<b>Primary</b>	<b>V</b>	<b>YES</b>			

<b>Andrew Bouchard</b>	<b>Holland</b>	<b>Alternate</b>					
<b>Lynnette Deaette</b>	<b>Jay</b>	<b>Primary</b>	<b>V</b>		<b>6:14</b>		
<b>Le-Ann Tetrault</b>	<b>Jay</b>	<b>Alternate</b>					
<b>Tara Morse</b>	<b>Jay</b>	<b>Alternate</b>					
<b>Dana Caspersen</b>	<b>Kirby</b>	<b>Primary</b>	<b>V</b>	<b>YES</b>			
<b>Malcolm Doak</b>	<b>Kirby</b>	<b>Alternate</b>	<b>P</b>				
<b>William Gilbert</b>	<b>Lemington</b>	<b>Primary</b>	<b>V</b>	<b>YES</b>			
<b>Beth Ellingwood</b>	<b>Lemington</b>	<b>Alternate</b>					
<b>Marjorie Kramer</b>	<b>Lowell</b>	<b>Primary</b>					
<b>Faye Starr</b>	<b>Lowell</b>	<b>Alternate</b>					
<b>Harry Williams</b>	<b>Lunenburg</b>	<b>Primary</b>	<b>V</b>	<b>YES</b>			
<b>Gary Briggs</b>	<b>Lunenburg</b>	<b>Alternate</b>					
<b>Marty Feltus</b>	<b>Lyndon</b>	<b>Primary</b>	<b>V</b>	<b>YES</b>			
<b>Jack Donnelly</b>	<b>Maidstone</b>	<b>Primary</b>	<b>V</b>	<b>YES</b>			
<b>Eric Pope</b>	<b>Morgan</b>	<b>Primary</b>					
<b>Larry Labor</b>	<b>Morgan</b>	<b>Alternate</b>					
<b>Ben Tilford</b>	<b>Newark</b>	<b>Primary</b>	<b>V</b>	<b>YES</b>			
<b>Mark Whitworth</b>	<b>Newark</b>	<b>Alternate</b>	<b>P</b>				
<b>Chris Vachon</b>	<b>Newport City</b>	<b>Alternate</b>					
<b>Woodman Page</b>	<b>Newport City</b>	<b>Primary</b>	<b>V</b>	<b>YES</b>			
<b>David Ghelli</b>	<b>Newport Town</b>	<b>Alternate</b>					

<b>Wendy Matthews</b>	<b>Newport Town</b>	<b>Primary</b>	<b>V</b>	<b>YES</b>			
<b>Sally Vallat</b>	<b>Norton</b>	<b>Primary</b>	<b>V</b>	<b>YES</b>			
<b>Jock Gill</b>	<b>Peacham</b>	<b>Primary</b>	<b>V</b>	<b>YES</b>			
<b>Karen Lewis</b>	<b>Peacham</b>	<b>Alternate</b>					
<b>Shawn Burroughs</b>	<b>Ryegate</b>	<b>Primary</b>	<b>V</b>	<b>YES</b>			
<b>Tyler Pokines</b>	<b>Ryegate</b>	<b>Alternate</b>					
<b>Annie McLean</b>	<b>Sheffield</b>	<b>Alternate</b>					
<b>Nicolas Anzalone</b>	<b>St Johnsbury</b>	<b>Primary</b>	<b>V</b>	<b>YES</b>			
<b>Colleen Morris</b>	<b>St Johnsbury</b>	<b>Alternate</b>	<b>P</b>				
<b>Evan Carlson</b>	<b>Sutton</b>	<b>Primary</b>	<b>V</b>	<b>YES</b>			
<b>David Tucker</b>	<b>Sutton</b>	<b>Alternate</b>					
<b>Robert Simms</b>	<b>Sutton</b>	<b>Alternate</b>					
<b>Gaston Bathalon</b>	<b>Troy</b>	<b>Primary</b>	<b>V</b>	<b>YES</b>			
<b>Robert Langlands</b>	<b>Troy</b>	<b>Alternate</b>					
<b>Anthony Soldo</b>	<b>UTGs</b>	<b>Alternate</b>					
<b>David Conley</b>	<b>UTGs</b>	<b>Primary</b>	<b>V</b>	<b>YES</b>			
<b>Seth O'Brien</b>	<b>Walden</b>	<b>Primary</b>	<b>V</b>	<b>YES</b>			
<b>Bill Piper</b>	<b>Waterford</b>	<b>Alternate</b>	<b>V</b>	<b>YES</b>			
<b>Mike Barrett</b>	<b>Waterford</b>	<b>Primary</b>					
<b>Carrie Glessner</b>	<b>Westfield</b>	<b>Primary</b>					

<b>Laura Emery</b>	<b>Westfield</b>	<b>Alternate</b>	<b>V</b>	<b>YES</b>			
<b>Ray Lanier</b>	<b>Westmore</b>	<b>Alternate</b>	<b>P</b>				
<b>Donna Dzugas</b>	<b>Westmore</b>	<b>Primary</b>	<b>V</b>	<b>YES</b>			
<b>Linda Michniewicz</b>	<b>Westmore</b>	<b>Alternate</b>					
<b>Eileen Boland</b>	<b>Wheelock</b>	<b>Primary</b>	<b>V</b>	<b>YES</b>			
<b>David Stahler Jr.</b>	<b>Wheelock</b>	<b>Alternate</b>	<b>P</b>				
<b>Bruce Wheeler</b>	<b>Wolcott</b>	<b>Primary</b>					
<b>Christa Shute</b>	<b>NEK Broadband</b>			<b>S</b>			
<b>Danielle Sukkaew</b>	<b>NEK Broadband</b>			<b>S</b>			
<b>Denise Sullivan</b>	<b>NEK Broadband</b>						
<b>Kitty Ufford-Chase</b>	<b>NEK Broadband</b>			<b>S</b>			
<b>Tonya Ozone</b>	<b>NEK Broadband</b>			<b>S</b>			
<b>Deb Shannon</b>	<b>Consultant</b>			<b>G</b>			
<b>Jennille Smith</b>	<b>CVFiber</b>			<b>G</b>			
<b>David Mannix</b>	<b>CVFiber</b>			<b>G</b>		<b>5:49</b>	