



Special Governing Board Meeting Minutes - DRAFT

August 15, 2024

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

Attendees: See attached list.

5:31 pm

Role Call & Agenda Review

Motion to Approve the Minutes of June 22, 2024 and July 11, 2024 Governing Board meetings.

Motioned: Sally Vallat Seconded: Mary Metcalf	For	Against	Abstain
Motion: To approve the minutes of June 22, 2024 and July 11, 2024 GB meetings	Passed with no objections		

Public Comment: None

Vote to Retroactively Admit Holland, Newport City, Derby and Troy into the CUD

Motioned: Nick Anzalone Seconded: Morgan Wade	For	Against	Abstain
Motion: Whereby it is the recollection of board members that the towns of Derby, Newport City, Holland, and Troy were accepted into the CUD in May 2021. However, proof of that action has not been found in the minutes for submission to the Secretary of State; and whereby, the towns started voting on CUD business just after May 2021. Now therefore, the governing board hereby ratifies or	Passed with no objections		

corrects the prior action that is believed to have been taken and affirms the acceptance of these towns into the CUD effective May 2021.			
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Motion to Approve the Merger of NEK Broadband and CVFiber

Motion was moved: Paul Fixx Seconded: Mary Metcalf	For	Against	Abstain
<p>Motion: The NEK Governing Board, having been fully informed, by its vote, hereby approves the merger by and between CVFiber and NEK Community Broadband pursuant to 30 V.S.A. §3082, to be effective at 12:01 AM on August 16, 2024. The Board specifically:</p> <ol style="list-style-type: none"> 1. Approves the Final Merger Plan 2. Authorizes the Executive Director to sign the Merger Agreement (with modifications as discussed if applicable). 3. Directs that the merger be duly noticed to the Secretary of State and undertakes any other necessary actions to effectuate the merger. 	<p>37</p> <p>See voting record in attendance below for roll call vote</p>	0	1

Entered into Executive Session 6:04 pm

Motioned: Seconded:	For	Against	Abstain
<p>Motion: that we enter executive session to discuss personnel matters following the potential merger with NEK in accordance with 1 V.S.A. §313(B), and that CVFiber Board members, alternates, members of the NEK Governing Board, and NEK alternates are invited into the executive session as they have information that is needed.</p>	<p>Passed with no objections</p>	0	

CVFiber Governing Board also voted to go into executive session.

Executive session ended at 6:24. No action was taken.

Roll Call Final Vote on NEK Broadband-CVFiber Merger Motion outlined above: 37 in favor, one abstention for NEK Broadband. CVFiber Merger Vote was unanimous with 14 votes.

Update on Construction/Communications/Customers

Discussion Summary: Christa mentioned that this evening, the third Thursday is usually the Executive Committee meeting on construction, communications and customers.

Comms Merger Plan:

- Tomorrow, a landing page will be put on each of our respective websites. It will include the final merger plan; background context, CUD alignment, the “why” behind the merger, the importance of BEAD; an FAQ section with a way to ask questions using a info@nekcvt.org email address.
- Notice will go to our Town clerks and will include a link to the landing page, and will give them re-direct links to get more information.
- We have a directory update request to change our listing on the dept. Of Public Service/CUD website
- We will update our signature lines with the new combined NEKCV logo.
- Both websites will be maintaining minutes of the relevant meetings How soon will CVFiber folks move over to the Google domain? That conversation will start tomorrow. Chuck Burt offered to help
- Customer Update: CVFiber Take Rate: 414 customers, 479 customers for NEK; we are working towards a 10% increase by Nov. 1. We are now 16% of take rate but will strive to get to 26% take rate by Nov. 1. Strategies: postcard mailing; outbound calling (WCVT does it now for those in service who haven’t started install process); called to those who are not pre-registered. Coffee & Connectivity events, sponsoring a concert and final Fridays. We have Board members who are canvassing and knocking on doors; we are working on our seasonal and underground policy;
- Excited that CL03 is ready for scheduling final installs; we’ll begin marketing push at the beginning of Sept. CVFiber is on the cusp of reaching 500th customer so a celebration is being planned. We’ll also be enhancing and aligning the customer journey including CrowdFiber messaging, email automation, resources pages (that will be duplicated on the NEK site) we’ve received 132 responses to one month later survey. A Content calendar for 2024 has been created to implement internal

processes on behalf of both brands. We will be monitoring metrics to guide us in the right direction.

Motioned: Mike Strait Seconded: Mary Metcalf	For	Against	Abstain
Motion: To go into Executive Session under the provisions of 1 VSA §313 with Governing Board members and construction plans with finding that premature disclosure could substantially disadvantage the CUD if it were to be made public at this time.	Passed with no objections	0	0

6:58pm entered Executive Session

Exited Exec session 7:24pm.

Adjourn at 7:25 pm without a quorum due to departures during Executive Session

Drafted by Kitty Ufford-Chase, Clerk

Name	Member Town	Type		VOTE		
					Voting	38
Rob Dewees	Albany	Primary	v	YES	Present	7
Neil Glassman	Barnet	Primary	v	YES	Staff	7
Nate Nugent	Bloomfield	Primary			Guest	1
Michael Strait	Brighton	Primary	v	YES		
James Ozone	Brighton	Alternate	p		quorum is 26	
Noah Bond	Brighton	Alternate				
Amber Hastings	Brownington	Alternate				
William Davis	Brownington	Primary	v	YES		
David Caron	Brunswick	Primary				

Theresa Caron	Brunswick	Alternate	v	YES		
Patricia Vanderhoop	Burke	Primary				
Ann Morgan Wade	Canaan	Primary	v	YES		
Frank Sawicki, Jr	Canaan	Alternate				
John Kellogg	Charleston	Alternate	v	YES		
Peggy Stevens	Charleston	Primary				
Bill Humphrey	Concord	Primary				
Charles Conn	Coventry	Primary	v	YES		
Phil Marquette	Coventry	Alternate				
Rudy Chase	Craftsbury	Primary	v	YES		
Brian Machesney	Craftsbury	Alternate	p			
Jonathan Baker	Danville	Primary	v	YES		
Bob Kelley	Derby	Alternate				
Grant Spates	Derby	Alternate				
Lindsay Brainard	Derby	Alternate				
David Barlow	Derby	Primary	v	YES		
Noah Armstrong	Glover	Primary	v	YES		
Hadley Piper	Glover	Alternate				
Sheryl Brown	Granby	Alternate				
Sonia Peters	Granby	Primary	v	YES		
Mary Metcalf	Greensboro	Primary	v	YES		
John Stone	Greensboro	Alternate				
Terrence Curran	Groton	Alternate	P			
Mike Gaiss	Groton	Primary	v	YES		
John Orłowski	Guildhall	Alternate				
Richard Schiller	Guildhall	Primary	v	YES		
Paul Fixx	Hardwick	Primary	v	YES		

Ed Brady	Holland	Primary	v	YES		
Andrew Bouchard	Holland	Alternate				
Lynnette Deaette	Jay	Primary	v	YES		
Le-Ann Tetrault	Jay	Alternate				
Tara Morse	Jay	Alternate				
Dana Caspersen	Kirby	Primary	v	YES		
Malcolm Doak	Kirby	Alternate	p			
William Gilbert	Lemington	Primary	v	YES		
Beth Ellingwood	Lemington	Alternate				
Marjorie Kramer	Lowell	Primary	v	YES		
Faye Starr	Lowell	Alternate				
Harry Williams	Lunenburg	Primary	v	YES		
Gary Briggs	Lunenburg	Alternate				
Marty Feltus	Lyndon	Primary	v	YES		
Jack Donnelly	Maidstone	Primary				
Eric Pope	Morgan	Primary	v	YES		
Larry Labor	Morgan	Alternate				
Ben Tilford	Newark	Primary	v	YES		
Mark Whitworth	Newark	Alternate	p			
Chris Vachon	Newport City	Alternate				
Woodman Page	Newport City	Primary				
David Ghelli	Newport Town	Alternate	v	YES		
Wendy Matthews	Newport Town	Primary				
Sally Vallat	Norton	Primary	v	YES		
Jock Gill	Peacham	Primary	v	YES		
Karen Lewis	Peacham	Alternate				
Shawn Burroughs	Ryegate	Primary	v	YES		
Tyler Pokines	Ryegate	Alternate				

Annie McLean	Sheffield	Alternate				
Nicolas Anzalone	St Johnsbury	Primary	v	YES		
Colleen Morris	St Johnsbury	Alternate	p			
Evan Carlson	Sutton	Primary	v	ABSTAIN		
David Tucker	Sutton	Alternate				
Robert Simms	Sutton	Alternate				
Gaston Bathalon	Troy	Primary				
Robert Langlands	Troy	Alternate				
Anthony Soldo	UTGs	Alternate				
David Conley	UTGs	Primary	v	YES		
Seth O'Brien	Walden	Primary	v	YES		
Bill Piper	Waterford	Alternate				
Mike Barrett	Waterford	Primary				
Carrie Glessner	Westfield	Primary	v	YES		
Laura Emery	Westfield	Alternate	P			
Ray Lanier	Westmore	Alternate	v	YES		
Donna Dzugas	Westmore	Primary				
Linda Michniewicz	Westmore	Alternate				
Eileen Boland	Wheelock	Primary	v	YES		
David Stahler Jr.	Wheelock	Alternate				
Bruce Wheeler	Wolcott	Primary	v	YES		
					37 in favor 1 abstention	
Christa Shute	NEK Broadband		s			
Danielle Sukkaew	NEK Broadband		s			

Denise Sullivan	NEK Broadband		s			
Kitty Ufford-Chase	NEK Broadband		s			
Erik Townsend	NEK Broadband		s			
Tonya Ozone	NEK Broadband		s			
Matt Hubbard	NEK Broadband		s			
David Healy						
Roger Nishi	WCVT		g			

CV Board:

- Ted Barnett
- Jeremy Hansen
- John Reid
- Christopher Shenk
- Allen Gilbert
- Henry Amistadi
- Jeremy Matt
- RD Eno
- Chuck Burt
- David Mannix
- Siobhan Perricone
- Tom Fisher
- Sybil Slesinger
- Jared Thomas

CVFiber Staff:

- Jennille Smith CV, ED
- Lucas Stubbs
- Olivia Kantyka