



# Executive Committee Special Meeting Minutes - Approved June 6, 2024

May 23, 2024 On Team Meets and In-Person at 3rd Floor Giga Conference Room, 112 State St., Montpelier  
with CVFiber Executive Committee and Board members

## Attendees:

NEK Broadband EC Members- Brian Machesney, Mike Strait, Paul Fixx, Mary Metcalf, Bill Piper, Ray Lanier, Nick Anzalone, Sally Vallat

NEK Broadband Additional Board Members: Evan Carlson, Morgan Wade, Rudy Chase, Mike Gaiss, Richard Schiller, Eileen Boland and Bill Gilbert.

Staff - Christa Shute, Denise Sullivan (Treasurer), Tonya Ozone, Kitty Ufford-Chase, Erik Townsend, Danielle Sakkaew, Matt Hubbard

Board Members- Richard Schiller, Rudy Chase, Eileen Boland, Mike Gaiss, Morgan Wade

Consultants and Counsel- Mike Reed, Deb Shannon, Jeff Carlisle and Carmel Amero (both from Lerman Senter PLLC.)

CVFiber EC and Board Members, Staff: Siobhan Perricone, Tom Fisher, Allen Gilbert, Jeremy Matt, Sybil Schlesinger, Christopher Shenk, Chuck Burt, David Healy, David Mannix, John Reid, Ted Barnett, John Russell, Jennille Smith (Executive Director), Olivia Kantyka (Community Relations Manager), Bonnie Batchelder (Finance Manager)

5:04pm

## NEK Broadband Roll Call and Introductions

The NEK Broadband members introduced themselves and gave a little of their backgrounds.

Bill Gilbert entered 5:08pm. Morgan Wade and Sally Vallat entered 5:14pm.

Additional Board members introduced themselves: Morgan Wade, Rudy Chase and Mike Gaiss, Richard Schiller, Eileen Boland, and Bill Gilbert.

## CVFiber Roll Call and Introductions

CVFiber EC Members introduced themselves: Siobhan Perricone, Chair, Governing Board, Orange; Tom Fisher, Vice Chair, Governing Board, East Montpelier; Allen Gilbert, Worcester, Chair, Policy Committee; Jeremy Matt, Plainfield, Clerk; Sybil Schlesinger, Note-Taker, Alternate Moretown, Finance Committee; Christopher Shenk, Waterbury, Acting

Chair, Operations Committee; Chuck Burt, Chair, Communications Committee, Moretown; David Healy, Alternate Calais, former Chair of Operations Committee; David Mannix, Chair Finance Committee, Alternate Marshfield; John Reid, Woodbury; Ted Barnett, Williamstown, Finance Committee; John Russell, Alternate Worcester; Jennille Smith, Executive Director; Olivia Kantyka, Community Relations Manager; Bonnie Batchelder, Finance Manager;

Evan Carlson entered 5:31pm and briefly introduced himself. .

### Agenda Review

Erik Townsend left at 5:51pm

### Public Comment Period (including non-EC GB members)

- **Discussion Summary:** Attendees were given index cards to write down their questions to be answered during the open or executive session.

### Projected Potential Timelines

- **Discussion Summary:** Attendees were shown a map of each CUD and what the territories would look like combined. The miles built, passings, eligible passings, customers and planned construction miles in 2024 were compared for each CUD and combined. Then the timeline through August was explained: A vote from both CUD Governing Boards would take place on May 30; towns would be notified on May 31; Public hearing July 15, second vote Aug. 15-17. You have to be one CUD when you apply for BEAD when the VT BEAD full proposal window starts. Before Aug. 16, more work will be done on the budget and the business model.

### Proposed Governance of Northeast Central Broadband

- **Discussion Summary:** Initially, both ECs will combine and become one EC of 16 people. Over the next two months, they will develop and approve a plan to reduce numbers (keeping it an odd number), while still accomplishing the need for representation of various dimensions. That plan will be part of the final version of the merger. What happens to the committees and working groups of each CUD is still to be determined. There will be listening zoom sessions next Tuesday and Wednesday evenings for anyone to come and ask questions. Christa suggested an Executive Committee working group be formed. Sally Vallat, Brian Machesney, Nick Anzalone, Paul Fixx, Tom Fisher, Jeremy Matt, Allen Gilbert, and Siobhan Perricone volunteered to serve on the working group.

### Discussion of Merger Agreement and Preliminary Merger Plan (6:14pm)

<b>Motioned: Brian Machesney</b> <b>Seconded: Sally Vallat</b>	<b>Passed with no objections</b> <b>Passed with objections</b> <b>Failed</b>
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<p><b>Motion: Voted to go into Executive Session under the provisions of 1 VSA §313 with staff, consultants, and board members of NEK Broadband and CVFiber, because they have needed information, in order to discuss the merger agreement and preliminary merger plan finding that premature disclosure could substantially disadvantage the CUD if it were to be made public at this time.</b></p>	<p>Passed with no objections</p>
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Jeff and Carmel left at 6:28pm.

**Executive Session was left at 7:12 pm. No decisions were made or action taken in the executive session.**

**CV Fiber Roll Call Vote on Authorization of Merger Agreement & Recommendation of Preliminary Merger Plan**

<p><b>Motioned: Siobhan Perricone Seconded: Tom Fisher</b></p>	<p><b>For</b></p>	<p><b>Against</b></p>	<p><b>Abstain</b></p>
<p><b>Motion: CVFiber’s Executive Committee (1) recommends the Preliminary Merger Plan for an affirmative vote by the Governing Board; (2) authorizes the Executive Director to sign the Merger Agreement for ratification by the Governing Board with the modification of specific language as discussed, a final draft to be sent to the Executive Committees no fewer than 24 hours in advance of signing by the Executive Directors and shared publicly by attachment to minutes of the May 23 joint EC meeting; (3) causes to be warned a meeting for May 30th to be held electronically.</b></p>	<p>Chuck Burt Allen Gilbert Jeremy Matt David Mannix Tom Fisher Christopher Shenk Siobhan Perricone</p>	<p>0</p>	<p>0</p>

**Roll Call Vote on Authorization of Merger Agreement & Recommendation of Preliminary Merger Plan**

<b>Motioned: Mary</b> <b>Seconded:</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<b>Motion: NEK Broadband’s Executive Committee (1) recommends the Preliminary Merger Plan for an affirmative vote by the Governing Board; (2) authorizes the Executive Director to sign the Merger Agreement for ratification by the Governing Board with the modification of specific language as discussed, a final draft to be sent to the Executive Committees no fewer than 24 hours in advance of signing by the Executive Directors and shared publicly by attachment to minutes of the May 23 joint EC meeting; (3) causes to be warned a meeting for May 30th to be held electronically.</b>	Sally Vallat Bill Piper Mike Strait Paul Fixx Mary Metcalf Nick Anzalone Brian Machesney Ray Lanier	0	0

### Discussion of Next Steps:

- **Discussion Summary:** Timing for the May 30, 2024 Governing Board meeting was discussed. Meetings will be 90 minutes. NEK Broadband meeting will be from 5:30 to 7. CVFiber meeting will be 7 to 8:30.

### Adjourn

<b>Motioned: Mary Metcalf</b> <b>Seconded:</b>	<b>Passed with no objections</b> <b>Passed with objections</b> <b>Failed</b>
<b>Motion: to adjourn at 7:19 pm</b>	Passed with no objections

*Drafted by Kitty Ufford-Chase, Clerk*