



CVFIBER SPECIAL EXECUTIVE COMMITTEE MEETING MINUTES
CVFiber

Virtually on MS Teams
&

In-Person at 3rd Floor Giga Conference Room, 112 State St., Montpelier

With NEK Broadband Executive Committee and Governing Board members present

May 23, 2024

Minutes Short Summary

NEK Broadband and CVFiber members present introduced themselves and their involvement in CVFiber as well as relevant backgrounds. The agenda for the meeting was reviewed. Members present were invited to submit written questions. Paul Fixx briefly discussed what led up to today's meeting to consider merging to form Northeast Central Broadband. Initially, all members of both Executive Committees will work together (16 persons), and over the course of the first two months develop and agree on a plan to reduce the number of members following the preliminary merger proposal and before the final merger plan is voted. The Executive Committees of CVFiber and NEK Broadband each unanimously moved to go into Executive Session and to invite members of the other organization as they had information necessary for the discussion. After leaving executive session, the CVFiber Executive Committee unanimously voted to (1) recommend the Preliminary Merger Plan for an affirmative vote by the Governing Board; (2) authorize the Executive Director to sign the Merger Agreement for subsequent ratification by the Governing Board; and (3) to warn a Governing Board meeting for May 30th. The final draft of the merger agreement is to be sent to the executive committees no less than 24 hours in advance of signing by the Executive Directors and will be shared publicly by attachment to minutes of the May 23 joint Executive Committee meeting (document pending as of posting these DRAFT minutes on 2024-05-28). The NEK Broadband Executive Committee made and unanimously approved an identical motion.

Executive Committee Members:

Present:

Allen Gilbert (Worcester), Jeremy Matt (Plainfield), Siobhan Perricone (Orange), David Mannix (Marshfield Alternate), Tom Fisher (East Montpelier), Chuck Burt (Moretown), Christopher Shenk (Waterbury)

Others Present: John Reid (Woodbury), Jennille Smith (Executive Director), Sybil Schlesinger (Note taker; Moretown Alternate), Olivia Kantyka (Community Relations Manager), Mike Reed (Consultant), and Alexei Monsarrat (VCBB)

Call to order: Siobhan Perricone called the meeting to order at 5:04pm.

NEK Roll Call with Introductions from Members

Paul Fixx, Chair, Hardwick, NEK; Bill Piper, Executive Committee and Finance Committee, Waterford; Nick Anzalone, Vice Chair, Governing Board and Executive Committee; Ray Lanier, Westmore, Executive Committee; Brian Machesney, Craftsbury, Executive Committee; Mary Metcalf, Greensboro; Executive Committee, Mike Strait, Brighton, Executive Committee and Finance Committee; Rudy Chase, Craftsbury, Primary Rep., Mike Gaiss, Groton, Primary Rep.; Morgan Wade, former Vice Chair of Governing Board; Sally Vallat, Norton, Executive Committee; Richard Schiller, Guildhall, Primary Rep.; Denise Sullivan, Treasurer; Christa Shute, Executive Director, Tonya Ozone, Sales & Marketing, Bill Gilbert, Lemington, Primary Rep.; Kitty Ufford-Chase, Community Relations Manager; Eileen Boland, Wheelock, Primary Rep; Danielle Sukkaew, Accounting/Grants Manager; Evan Carlson, Sutton, Primary Rep.; Jeff Carlisle and Carmel Amero, lawyers from Lerman Senter, PLLC., Mike Reed (Consultant), Deb Shannon, HR Consultant; Matt Hubbard, Director of Operations; Alexi Monsarrat, VCCB

CVFiber Roll Call with Introductions from Members

Siobhan Perricone, Chair, Governing Board (Orange); Tom Fisher, Vice Chair, Governing Board (East Montpelier); Allen Gilbert, Chair, Policy Committee (Worcester); Jeremy Matt, Clerk (Plainfield); Sybil Schlesinger, Note-Taker, Finance Committee (Moretown Alternate); Christopher Shenk, Acting Chair, Operations Committee (Waterbury); Chuck Burt, Chair, Communications Committee (Moretown); David Healy, former Chair, Operations Committee (Alternate Calais); David Mannix, Chair, Finance Committee (Marshfield Alternate); John Reid (Woodbury); Ted Barnett, Finance Committee (Williamstown); John Russell (Alternate Worcester); Jennille Smith, Executive Director; Olivia Kantyka, Community Relations Manager; Bonnie Batchelder, Finance Manager

Agenda Review

- Public Comment for written questions; Introduction/Overview of Merger and Projected Timeline; Proposed Governance; Executive Session for Business Sensitive Content; Next Steps

Public Comment Period (2-3 minute limit – includes non-EC Governing Board Members)

- None.

Projected Potential Timelines

- Paul Fixx briefly discussed what led up to today's meeting to consider merging to form Northeast Central Broadband. Christa Shute presented comparisons between NEK and CVFiber's accomplishments to date. She reviewed the timeline leading to a May 30th vote with distribution to the Towns on May 31st; a Public Hearing on July 15th, and Governing Board votes by both entities on August 16th with a public vote on August 17th. BEAD funding is driving this potential merger and the timing before the proposal window closes.

Proposed Governance of Northeast Central Broadband as Detailed in the Merger Agreement and Preliminary Merger Plan

- Initially, all members of both Executive Committees will work together (16 persons), and over the course of the first two months develop and agree on a plan to reduce the number of members following the preliminary merger proposal and before the final merger plan is voted.
- David Healy asked what happens to the current CUD committees. Christopher Shenk noted that for CVFiber, the Chairs of the Committees are on the Executive Committee. Paul Fixx said that NEK has only one committee: Finance. The other tasks are accomplished in working groups. Christa Shute suggested that NEK working group members might join the CVFiber committees to determine if these would be working groups or committees. Christa Shute pointed out that working groups do not have the quorum concern. She also pointed out that the NEK Executive Committee has more authority than the CVFiber Executive Committee.
- Christa Shute suggested forming an Executive Committee group now to work on governance, and one was duly formed with these members. Sally Vallat, Brian Machesney, Nick Anzalone, Paul Fixx, Tom Fisher, Jeremy Matt, Allen Gilbert, and Siobhan Perricone.

Discussion of Merger Agreement and Preliminary Merger Plan

- MOTION (Siobhan Perricone, Second Jeremy Matt)
Move that we find that holding a discussion of specific business details relating to the potential merger with NEK Broadband would put CVFiber at a substantial competitive disadvantage in accordance with 1 V.S.A. § 313(a)(1).
Passed unanimously.
- MOTION (Siobhan Perricone, Second Chuck Burt)
Whereas the Executive Committee has found that discussion of specific business details relating to the potential merger with NEK Broadband in open session would put CVFiber at a competitive disadvantage,
Move that we enter executive session to consider strategic planning and that CVFiber Board members, alternates, executive director, treasurer, NEK Broadband Board members, alternates, executive director, treasurer, and Mike Reed are invited into the executive session as they have information that is needed in accordance with 1 V.S.A. § 313(b).
Passed unanimously.
- The NEK Broadband Executive Committee made and passed a similar motion to enter executive session.

Enter Executive Session at 6:14pm

Exit Executive Session at 7:12pm

- Paul Fixx noted that no action was taken during executive session.

Authorization of the Merger Agreement and Recommendation of the Preliminary Merger Plan and Ratification of the Merger Agreement to the Governing Board

- MOTION (Siobhan Perricone, Tom Fisher)
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 Executive Committee meeting; and (3) causes to be warned a meeting for May 30th to be held electronically.

Roll Call:

Representative	Vote	Representative	Vote	Representative	Vote
Chuck Burt	Aye	Allen Gilbert	Aye	Jeremy Matt	Aye
David Mannix	Aye	Tom Fisher	Aye	Christopher Shenk	Aye
Siobhan Perricone	Aye				

Passed Unanimously.

- NEK Broadband made an identical motion, which passed unanimously.

Discussion of Next Steps

- Meetings of the full CVFiber and NEK Governing Boards will be held on May 30th to vote on the Merger Agreement. The meeting times will be 5:30-7:00pm (NEK), 7:00-8:30pm (CVFiber).

Adjourn at 7:19pm

- **Motion to Adjourn:** Siobhan Perricone

Respectfully submitted,
Jeremy Matt, Clerk

Attachment 1: Merger Agreement

As of the date of these DRAFT minutes (2024-05-29 at 8:00 AM) the Merger Agreement has not been finalized.